ADF FOODS LTD.
Feeding the world.

20th August, 2018

DCS-CRD
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Scrip Code: 519183

DCS-CRD
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra-Kurla Complex,
Bandra(E),Mumbai-400 051
Scrip Code/Symbol :ADFFOODS

Dear Sir,

Sub : Annual Report for the year ended 31st March, 2018 pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the requirements of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith 28th Annual Report of the Company for the financial year ended 31st March, 2018 for your information and record.

Request you to take the same on record.

Thanking You,

Yours Truly,

For **ADF Foods Limited**

ADF FOODS LIMITED MUMBAI

Shalaka Ovalekar
Company Secretary

Encl: a/a.

CC:

1. **Ahmedabad Stock Exchange Ltd.**
   Kamdhenu Complex, Opp,
   Sahajanand College,
   Panjarapole, Ambawadi,
   Ahmedabad – 380001

Regd Off : 83/86, G.I.D.C Industrial Estate, Nadiad - 387 001, India. Tel.: +91 268 2551381/82 Fax : +91 268 2565068
Email : nadiadfactory@adf-foods.com CIN: L15400GJ1990PLC014265
Corp. Off : Sadhana House, Unit No. 2B, Second Floor, 570, P. B. Road, Worli, Mumbai 400 018, India.
Tel.: +91 22 6141 5555, Fax: +91 22 6141 5577, Email : info@adf-foods.com, Web : www.adf-foods.com

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2. **Metropolitan Stock Exchange of India Ltd**
   Vibgyor Towers, 4th floor, Plot No C 62, G Block,
   Bandra Kurla Complex, Mumbai -400098

3. **The Calcutta Stock Exchange Ltd.**
   7, Lyons Range, Dalhousie, Murgighata,
   B B D Bagh, Kolkata, West Bengal 700001



4. **Magadh Stock Exchange Ltd.**
   9th Floor AShana Plaza,
   Budh Barg Patna 800001

Regd Off : 83/86, G.I.D.C Industrial Estate, Nadiad - 387 001, India. Tel.: +91 268 2551381/82 Fax : +91 268 2565068
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ADF FOODS LTD.

Feeding the world..



Spicing it up with **healthy food**!

28th ANNUAL REPORT

2017-18



Chairman's Statement

Dear Shareholders,

Let me begin by thanking our outgoing Chairman Ashok Thakkar and Executive Director Bhavesh Thakkar for their invaluable contribution and tremendous support to the Company. I wish them all the luck and all the success in their future endeavours. I would also like to thank the Board of Directors for appointing me as the Chairman of our Company.

About our financial performance in the year 2017-18, we have witnessed a consistent growth, as the Company recorded revenue from operations (net) of INR 171.69 crore as against INR 165.67 crore of the previous year. We have also recorded an impressive growth of over 30% in the Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) on standalone basis with INR 36.29 crore of 2017-18 against previous year's INR 27.37 crore. Improvements in profitability, have been achieved through right product mix and operational efficiency.

On a consolidated basis, this fiscal year the Company recorded revenue from operations (net) of INR 208.92 crore as against INR 201.15 crore in the previous year. The EBITDA for the year under review stood at INR 40.02 crore as against INR 28.24 crore in the previous year, recording remarkable increase of over 40%. The improvement in the profitability is achieved on account of improvement in our US operations.

I would like to inform you that we have appointed Country Managers for Europe, Canada and GCC, Levant Countries, Asia Pacific and Africa, which has strengthened our sales team and expanded our market reach. We have also introduced new products under the "Frozen and Ambient" range for Ashoka.

With the Company's continuous efforts to effectively utilize it's surplus cash, the Board of Directors have commenced buyback of Equity Shares through the Stock Exchange route at a price not exceeding INR 300 per equity share of INR 10 each for an aggregate amount not exceeding INR 30 crore. Additional details about the buyback are mentioned in the Director's Report. In view of the buyback, the Board has not recommend any dividend on the equity shares of the Company.

I would also like to inform you that our Company has undertaken numerous CSR activities to address various social problems.

In conclusion, I would like to thank each and every one of our esteemed Stakeholders for their constant and invaluable support. I am extremely grateful to all our Board members and all our employees for their guidance and tireless efforts.

Thank you.



With warm regards,

Bimal Thakkar
(Chairman & Managing Director)

BOARD OF DIRECTORS

BOARD OF DIRECTORS	Mr. Bimal R. Thakkar	Chairman, Managing Director & C.E.O
	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
SENIOR MANAGEMENT	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 Operations & Supply Chain
COMPANY SECRETARY & COMPLIANCE OFFICER	Ms. Shalaka Ovalekar	
COUNTRY MANAGERS	Mr. Upinder Thakur	UK
	Mr. Vimal Bhalla	USA
	Mr. Masud Sethi	Canada
	Mr. Shailesh Thakar	UK & Europe
	Mr. Savio Almeida	GCC, Levant Countries, Asia Pacific & Africa
	Mr. Abhay Madhwani	National Sales Manager (India)

STATUTORY AUDITORS
M/s. Kalyaniwalla & Mistry LLP
Chartered Accountants

INTERNAL AUDITORS
M/s. Suresh Gandhi & Associates, Surat
M/s. RMJ & Associates LLP., Mumbai

SOLICITORS
M/s. D S K Legal

BANKERS
State Bank of India
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]
L15400GJ1990PLC014265

CORPORATE OFFICE
Sadhana House , Unit 2B, 2nd 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

The Company's corporate office will shift to the following address w.e.f. 15th September, 2018 :
Marathon Innova B2 - G01 Ground floor, G. K. Road,
Lower Parel, Mumbai-400 013.

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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Proxy Form

28th Annual General Meeting

Saturday, 15th September, 2018 at 12.00 noon
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 Return will not be distributed at the Annual General Meeting.

Shareholders are requested to kindly bring copies to the Meeting.

NOTICE OF THE 28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Eighth 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-387001 on Saturday, 15th September, 2018 at 12.00 noon 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, 2018;

b) The Audited Standalone and Consolidated Statement of Profit and Loss for the financial year ended 31st March, 2018;

c) the Audited Standalone and Consolidated Cash Flow Statement for the financial year ended 31st March, 2018 ;

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 appoint a Director in place of Mr. Bimal R. Thakkar (DIN: 00087404) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

(3) To consider and if thought fit to pass, the following resolution as a **Special 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 re-enactment(s) or substitution(s) made 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 25th July, 2018 and the approval of the Board of Directors of the Company in its meeting held on 25th July, 2018, approval of Members of the Company be and is hereby accorded to the re-appointment of Mr. Bimal R. Thakkar (DIN: 00087404), to hold the office as the Chairman, Managing Director & Chief Executive Officer ('CEO'), to exercise substantial power of the management subject to supervision, control and direction of the Board of Directors of the Company, liable to retire by rotation, for a period of five years from 1st October, 2018 till 30th September, 2023 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 of the Meeting 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 to 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 the Chairman, Managing Director & CEO, the Company makes no profits or the profits made are inadequate, the Company may pay Mr. Bimal R. Thakkar remuneration 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."

NOTES

1. **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 provide 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 director seeking appointment / reappointment under Item no. 3 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 SEBI LODR 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 Friday, 07th September, 2018 to Saturday, 15th September, 2018 (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. to 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 Marg, Worli, Mumbai-400 018 upto the date of Annual General Meeting. The same is also available for inspection by members at the Annual General Meeting.

6. 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.

7. Members are hereby informed that dividends for the Financial Years 2010-11, 2011-12 , 2012-13, 2013-14, 2014-15 and 2016-17 remaining unpaid or unclaimed over a period of seven years from the date of transfer of such dividends to the respective Unpaid Dividend Account(s) 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 2009-10 (Final) amounting to Rs. 8,69,694/- which remained unpaid or unclaimed for a period of 7 consecutive 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
2010-11	Final	Rs. 1.50	15th July 2011	17th August, 2018
2011-12	Final	Rs. 1.50	8th August 2012	9th September, 2019
2012-13	Final	Rs. 1.50	31st July, 2013	31st August, 2020
2013-14	Final	Rs.1.50	24th September, 2014	24th October, 2021
2014-15	Final	Rs.1.50	30th September, 2015	30th October, 2022
2016-17	Final	Rs. 2.50	23rd August, 2017	23rd August, 2024

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

In accordance with the IEPF Rules, the Company has sent letter dated 16th July, 2018 to the Members whose dividend amounts from the year 2010-11 were outstanding as per the Company's records to claim the same before being transferred to the IEPF Authority. The Company has also uploaded the details of such Members and shares due for transfer to the IEPF Authority on its website www.adf-foods.com under the drop down titled "Unclaimed Dividend" to enable such Members to verify the details of unencashed dividends and the shares liable to be transferred to the IEPF Authority.

Members are requested to note that no claim shall lie against the Company in respect of any shares/ dividend so transferred to the IEPF Authority.

As per the notification issued by the Ministry of Corporate Affairs, the Company has uploaded 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.

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

8. 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.

9. 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.

10. 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.

11. Listed entities (including their Registrar & Transfer Agents) shall be restricted from effecting transfer of shares in physical form w.e.f. December 5, 2018 i.e. 180 days from notification making amendment in Regulation 40 of SEBI (LODR) Regulations, 2015. However, this shall not affect the transmission or transposition of shares in physical form. This means w.e.f. December 5, 2018 all of market trades in physical mode in respect of shares of listed entities shall be prohibited and shall be required to be done compulsorily in Demat mode.

12. Members who would like to ask any questions on the Financial Statements 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 Depository Participants ('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 SEBI LODR Regulations, 2015, as amended, Electronic copy of the Annual Report 2017-18 is being sent to the members whose e-mail IDs are registered with the Company/Depository Participant(s) (in case of shares held in demat form) or with Link Intime India Private Limited (in case of shares held in physical form), 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 2017-18 is being sent in the permitted mode.

    Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report 2017-18 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 form 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. The Route map of the Venue of the AGM is annexed to this Notice.

20. 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.

    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 28th 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 Link Intime India Private Limited (LIIPL).

    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 at 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 Friday , 14th September, 2018.

    III. The member(s) who have cast their vote by remote e-voting prior to the Annual General Meeting, can attend and participate in the Annual General Meeting but shall not be entitled to vote again.

    IV. The remote e-voting period commences on Wednesday, 12th September, 2018 and ends on Friday, 14th September, 2018. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 07th September, 2018, may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond 14th September, 2018. 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.

A person who is a 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:

1. Visit the e-voting system of LIIPL. Open web browser by typing the following URL: https://instavote.linkintime.co.in.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
   a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
   b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
   c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

   If you are using e-Voting system of LIIPL: https://instavote.linkintime.co.in for the first time or if you are holding shares in physical form, you need to follow the steps given below:

   Click on "Sign Up" tab available under 'Shareholders' section and register your details as stated below:

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field 4 c.

   Set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

   If you are holding shares in demat form and had registered on to e-Voting system of LIIPL: https://instavote.linkintime.co.in, and/or voted on an earlier voting of any company then you can use your existing password to login.

   If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

   Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

   In case shareholder is having valid email address, Password will be sent to the shareholder's registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

   Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

   Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIPL: https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**.

  They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body' login** for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/ demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

  A copy of this notice has been placed on the website of the Company and the website of Link Intime India Pvt. Ltd.

  The voting period begins on Wednesday, 12th September, 2018 at 9.00 a.m. and ends on Friday, 14th September, 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e Friday, 07th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Pvt. Ltd. for voting thereafter.

  The Scrutinizer shall, after the time for voting is over, unblock the votes cast through e-voting in presence of atleast 2 witnesses not in employment of the Company and, not later than Monday, 17th September, 2018 submit a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the chairman or a person authorised by him in writing shall declare the result of the voting forthwith not later than Monday, 17th September, 2018, in the format prescribed under Regulation 44(3) of the SEBI (LODR) Regulations, 2015.

VI. The results declared along with the scrutinizer's report shall be placed on the website of the Company and Link Intime India Pvt. Ltd. Immediately after declaration of results by the Chairman or person authorised by him in writing. The results would be communicated to BSE Limited/The National Stock Exchange of India Limited and will be placed on their website thereafter. The result will also be displayed on the Notice Board of the Company at its Registered Office and the Corporate Office.

Mumbai, 25th July, 2018

By order of the Board
For ADF FOODS LIMITED

Regd. Office :
83/86 GIDC Industrial Estate, Nadiad 387001, Gujarat
Tel.: 0268-2551381/2, Fax. : 0268-2565068;
E-mail: info@adf-foods.com;
website: www.adf-foods.com
CIN: L15400GJ1990PLC014265

Shalaka Ovalekar
Company Secretary
ACS 15274

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to Item No. 3 of the Notice.

Item No. 3: Re-appointment of Mr. Bimal R. Thakkar :

Mr. Bimal R. Thakkar was appointed as the Managing Director to hold office as the Managing Director of the Company for one year with effect from 1st October, 2017 till 30th September, 2018.

Mr. Bimal R. Thakkar has been appointed as an Executive Chairman w.e.f. 5th June, 2018 in place of the outgoing Chairman i.e. Mr. Ashok H. Thakkar who had tendered his resignation w.e.f. the closure of business hours on 29th May, 2018 by Board of Directors on recommendation of Nomination and Remuneration Committee. Accordingly, Mr. Bimal R. Thakkar has been re-designated as "Chairman, Managing Director & CEO" w.e.f. 5th June, 2018. The appointment and remuneration payable to Mr. Bimal R. Thakkar was approved by the Members in their Annual General Meeting held on 23rd August, 2017.

The term of office of Mr. Bimal R. Thakkar is due to expire on 30th September, 2018.

As per the recommendation of the 'Nomination and Remuneration Committee' at the meeting held on 25th July, 2018 and Board of Directors of the Company in the meeting held on 25th July, 2018, it was decided to re-appoint of Mr. Bimal R. Thakkar, subject to the approval of the Members in the ensuing Annual General Meeting for a period of 5 years commencing from 1st October, 2018 to 30th September, 2023. He would be liable to retire by rotation.

The re-appointment of Mr. Bimal R. Thakkar and the remuneration payable to him will require the approval of the Members in General Meeting pursuant to Sections 196, 197 read with Schedule V of the Companies Act, 2013.

The brief profile of Mr. Bimal R. Thakkar seeking re-appointment is as under:

Mr. Bimal R. Thakkar (age: 52 years) is a Commerce Graduate and has done a course in International Business and Marketing from Trade Development Institute of Ireland. He has been inducted on the Board of Directors of the Company since 30th May, 2003. He was appointed as the Managing Director of the Company in the year 2007. Additionally, he has been appointed as the Chairman of the Company w.e.f. 05th June, 2018. Mr. Bimal Thakkar has played an instrumental role in initial public offer, subsequent private placements, settings up of factory at Nasik, expansion of factory at Nadiad, introduction and promotion of the Company's products in domestic and international markets, development of Brands and new products, tapping new markets for the products, international acquisitions, setting up of subsidiary companies in U.K., Mauritius and U.S.A.

Presently, Mr. Bimal R. Thakkar holds 22,76,074 equity shares of Face Value Rs. 10/- under his individual folio in the Company.

Mr. Bimal R. Thakkar attended all 6 Board meetings held during the Financial Year 2017-18.

During the Financial Year 2017-18, Mr. Bimal R. Thakkar has received a remuneration of Rs. 61,23,051/- from the Company.

He is a member of the Audit Committee, Shareholder's Grievance/Stakeholder's Relationship Committee & Corporate Social Responsibility Committee of the Company.

His directorships and committee memberships of other companies, as on the date of this Notice are as follows:

Company Directorships	Committee Memberships
Gujarat Sidhee Cement Limited	- Audit Committee - Share Allotment Committee
Saurashtra Cement Limited	- Nomination & Remuneration Committee - Stakeholders Relationship & Grievances Committee (Chairman)
ADF Foods (India) Limited	Nil
Power Brands (Foods) Private Limited (under voluntary liquidation)	Nil
ADF Foods U.K. Limited	Nil
ADF Holdings (USA) Limited	Nil
ADF Foods (USA) Limited	Nil
Villa Trading Private Limited	Nil

Mr. Bimal R. Thakkar is not related to any other directors, managers and/ or Key Managerial Personnel.

The material terms of draft supplementary agreement between the Company and Mr. Bimal R. Thakkar as referred to in the resolution at item no. 3 of the notice are as under :

I. Fixed pay :

Fixed pay comprises of the following components :

a) Monthly basic salary

b) House rent allowance;

c) Reimbursement of medical expenses incurred by him and his family subject to a ceiling of half month's basic salary in a year;

d) Leave Travel allowance for himself and his family once in a year subject to a ceiling of half month's basic salary in a year.

e) Leave encashment as per the Company's policy. In case leave is not availed of, encashment of the same will be done at the end of his tenure under the Agreement ;

f) Personal Accident Insurance and mediclaim insurance for self and family not exceeding Rs. 30,000;

g) Contribution to the Company's Provident Fund, Superannuation Fund and Annuity Fund, as may be applicable, in accordance with the rules of the Funds ;

h) Gratuity payable in accordance with the Company's scheme

The initial fixed pay will be Rs.10 Lakhs per month from 01st October , 2018 till 31st March, 2019. For the subsequent financial years , the annual increment in the fixed pay will be decided by the Board of Directors subject to maximum ceiling of 5% .

II. Variable pay :

Variable pay comprises of Performance based incentives linked with the performance parameters as may be fixed by the Board of Directors from time to time . The quantum of annual variable pay will be decided by the Board of Directors after review of the audited financial results for the financial year for which the performance review has been done.

III. Reimbursement of expenses:

Reimbursement of the expenses including but not limited to the following expenses actually and properly incurred by him for the business of the Company and will not be considered as perquisite :

1) Actual expenses incurred for the Company's business by self and the spouse including travel, hotel and other related expenses for himself and spouse incurred in India and abroad ;
2) Provision of two cars with drivers for use on Company's business ;
3) Telephone at residence for official purpose ;
4) Expenses incurred in respect of books and periodicals at actual against submission of supporting/s ;
5) Subscription or reimbursement of club fees on actual basis.

In the financial year during the currency of the tenure of Mr. Bimal R. Thakkar as the Chairman, Managing Director & CEO, if the Company has no profits or its profits are inadequate, the remuneration to be paid to Mr. Bimal R. Thakkar, shall be as per monetary ceiling prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 or as may be modified from time to time or such monetary limits as may be prescribed by the Central Government from time to time.

Approval is also requested for the payment of remuneration by the Company to Mr. Bimal R. Thakkar by way of salary and perquisites subject to limits prescribed under Schedule V of the Companies Act, 2013.

Mr. Bimal R. Thakkar satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as written memorandum of interest setting out the terms of re-appointment of Mr. Bimal R. Thakkar under Section 190 of the Act.

Mr. Bimal R. Thakkar is interested in the resolution set out at Item no 3 of the Notice, which pertains to his re-appointment and remuneration payable to him.

The relatives of Mr. Bimal R. Thakkar may be deemed to be interested in the aforesaid resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors /Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 3 of the accompanying Notice.

The Copies of the aforesaid draft supplementary agreement along with papers, documents referred in the Notice convening Annual General Meeting will be available for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. to 1.00 p.m. on all working days, excluding Sundays and Public Holidays upto the date of Annual General Meeting. 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 Marg, Worli, Mumbai-400 018 and the same is also available for inspection by the Members at the Annual General Meeting also.

The Board recommends the resolution as set out at Item No. 3 of the notice for your approval.

By order of the Board.
For ADF FOODS LTD.

Shalaka Ovalekar
Company Secretary
ACS 15274

Mumbai, 25th July, 2018

Regd. Office:
83/86 GIDC Industrial Estate, Nadiad 387001, Gujarat
Tel.: 0268-2551381/2 Fax. : 0268-2565068;
E-mail: info@adf-foods.com; website: www.adf-foods.com
CIN: L15400GJ1990PLC014265

ANNEXURE TO AGM NOTICE

The Statement of disclosures pursuant to Secretarial Standard- 2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, is as under:

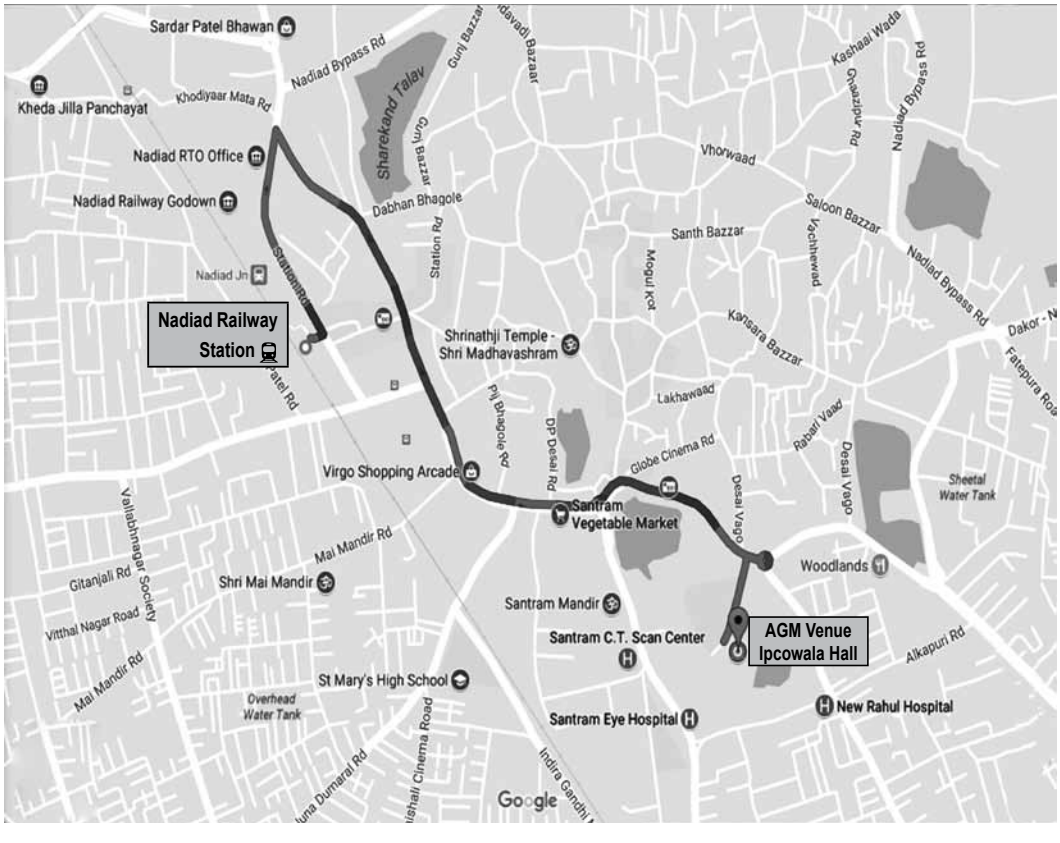
Particulars	Mr. Bimal R. Thakkar
Director Identification Number	00087404
Age	52 years
Date of Birth	17th September, 1965
Date of Appointment on Board	30th May, 2003
Qualifications	Bachelor of Commerce
Experience/Expertise	Mr. Bimal R. Thakkar has done a Course in International Business and Marketing from Trade Development Institute of Ireland. He is the Chairman ,Managing Director and CEO of ADF Foods Limited and has played an instrumental role in initial public offer, subsequent private placements, settings up of factory at Nasik, expansion of factory at Nadiad, introduction and promotion of the Company's products in domestic and international markets, development of Brands and new products, tapping new markets for the products, international acquisitions, setting up of subsidiary companies in U.K., Mauritius and U.S.A.
Terms and Conditions of Appointment or re-appointed along with remuneration	**I.** Fixed pay : Fixed pay comprises of the following : a) Monthly basic salary b) House rent allowance; c) Reimbursement of medical expenses incurred by him and his family subject to a ceiling of half month's basic salary in a year; d) Leave Travel allowance for himself and his family once in a year subject to a ceiling of half month's basic salary in a year. e) Leave encashment as per the Company's policy. In case leave is not availed of, encashment of the same will be done at the end of his tenure under the Agreement ; f) Personal Accident Insurance and mediclaim insurance for self and family not exceeding Rs. 30,000; g) Contribution to the Company's Provident Fund, Superannuation Fund and Annuity Fund, as may be applicable, in accordance with the rules of the Funds ; h) Gratuity payable in accordance with the Company's scheme The initial fixed pay will be Rs.10 Lakhs per month from 01st October , 2018 till 31st March, 2019. For the subsequent financial years , the annual increment in the fixed pay will be decided by the Board of Directors subject to maximum ceiling of 5% . **II.** Variable pay : Variable pay comprises of Performance based incentives linked with the performance parameters as may be fixed by the Board of Directors from time to time . The quantum of annual variable pay will be decided by the Board of Directors after review of the audited financial results for the financial year for which the performance review has been done. **III.** Reimbursement of expenses: Reimbursement of the expenses including but not limited to the following expenses actually and properly incurred by him for the business of the Company and will not be considered as perquisite: 1) Actual expenses incurred for the Company's business by self and the spouse including travel, hotel and other related expenses for himself and spouse incurred in India and abroad ; 2) Provision of two cars with drivers for use on Company's business ; 3) Telephone at residence for official purpose ; 4) Expenses incurred in respect of books and periodicals at actual against submission of supporting/s; 5) Subscription or reimbursement of club fees on actual basis.

The last drawn remuneration	Rs. 61,23,051/- (For the FY 2017-18)
Shareholding in the Company	22,76,074 equity shares
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Bimal Thakkar is not related to any other directors, managers and/ or Key Managerial Personnel.
The Number of Meetings of the Board attended during the year	6
Other Directorships	a. Gujarat Sidhee Cement Limited b. Saurashtra Cement Limited c. ADF Foods (India) Limited d. Power Brands (Foods) Private Limited (under voluntary liquidation) e. ADF Foods U.K. Limited f. ADF Holdings (USA) Limited g. ADF Foods (USA) Limited h. Villa Trading Private Limited
Memberships/Chairmanship of Committees of other companies	Member: 1. Audit Committee - Gujarat Sidhee Cement Limited 2. Share Allotment Committee - Gujarat Sidhee Cement Limited 3. Nomination & Remuneration Committee - Saurashtra Cement Limited 4. Stakeholders Relationship & Shareholders Grievances Committee (Chairman) - Saurashtra Cement Limited

ADF FOODS LIMITED

Route map to AGM Venue located at:

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



DIRECTORS' REPORT

Dear Shareholders,

ADF Foods Limited

Your Directors have pleasure in presenting the Twenty Eighth Annual Report together with the Audited Financial Statements for the Financial Year ended 31st March 2018.

A. FINANCIAL RESULTS

The performance of the Company for the financial year ended 31st March 2018 is summarized below:

(Rs. in Lakh)

	Standalone		Consolidated	
Particulars	**2017-18**	**2016-17**	**2017-18**	**2016-17**
Net sales/Income from operation	17,169.05	16,567.12	20,892.69	20,115.12
Other Income	1,070.89	560.75	1,066.38	636.38
Total Income	**18,239.94**	**17,127.87**	**21,959.07**	**20,751.50**
Less: Total expenditure				
Cost of materials consumed	7,820.54	7,908.00	7,820.54	7,908.00
Excise Duty	12.21	31.39	12.21	31.39
Purchase of Stock-in-trade	1,140.78	1,109.38	3,410.44	3,086.43
Changes in inventories of finished goods, work-in-progress and stock-in-trade	276.77	(94.65)	149.50	(88.95)
Employee benefits expense	1,386.64	1,378.44	1,638.34	1,737.31
Financial Expenses	112.71	94.56	112.71	94.56
Depreciation and amortization	435.92	435.19	683.98	455.85
Other expenses	3,974.03	4,058.31	4,925.15	5,253.11
Total expenses	**15,159.60**	**14,920.62**	**18,752.87**	**18,477.70**
Profit before exceptional and extraordinary items and tax	**3,080.34**	**2,207.25**	**3,206.20**	**2,273.80**
Exceptional Items	-	-	-	-
Profit before tax	**3,080.34**	**2,207.25**	**3,206.20**	**2,273.80**
Current tax	1,023.20	639.89	1,029.70	644.48
Deferred tax	(165.23)	131.62	369.18	170.54
Prior year's tax adjustment	-	-	-	-
Total tax expenses	**857.97**	**771.51**	**1,398.88**	**815.02**
Prior Period adjustments (Net off)	-	-	-	-
Net Profit (+) / Loss (-)	**2,222.37**	**1,435.74**	**1,807.32**	**1,458.78**
Less : share of minority interest	-	-	-	-
Profit/loss for the period after minority interest	**2,222.37**	**1,435.74**	**1,807.32**	**1,458.78**
Net other Comprehensive income for the year	**(509.34)**	**236.74**	**(629.94)**	**215.66**
Total comprehensive income for the year	**1,713.03**	**1,672.48**	**1,177.38**	**1,674.44**
EPS (Basic)	**10.48**	**6.77**	**8.52**	**6.88**
EPS (Diluted)	**10.48**	**6.77**	**8.52**	**6.88**

Previous year's figures have been re-grouped wherever necessary

FINANCIAL PERFORMANCE

- **Standalone results**

  During the year under review, your Company has recorded revenue from operations (net) of Rs. 17,169.05 Lakh as against Rs. 16,567.12 Lakh in the previous year. The Net profit (after tax and extra ordinary items) for the financial year ended 31st March 2018 was Rs.2,222.37 Lakh as against Rs.1,435.74 Lakh in the previous year recording a magnificent growth over 50%. The improvement in the profitability could be achieved through right product mix and operational efficiency.

- **Consolidated Results**

  Your Company has recorded revenue from operations (net) of Rs. 20,892.69 Lakh as against Rs. 20,115.12 Lakh in the previous year. The net profit (after tax and extra ordinary items) for the financial year was Rs 1,807.32 Lakh, as against Rs. 1,458.78 Lakh during the previous year recording an increase over 20%. The improvement in the profitability could be achieved on account of improvement in our US operations through effective cost control measures.

B. BUSINESS DEVELOPMENT

Domestic Business:

The Company's core brand, ADF Soul is showcased at major supermarkets across the metro cities. The products are now available on ecommerce sites like FlipKart, Grofers and will be soon available on Amazon. The Company has a new sales and marketing team on board for its domestic business . The team is focused to build strong distribution network and brand recognition. The growth of the domestic business has been slow but the Company is confident of increasing its presence in the market with its innovative and healthy range of products.

US Business:

The Company has launched new products under PJ's Organics and Nate's brand. The Company's US operating subsidiary i.e. ADF Foods (USA) Ltd. has engaged a co-manufacturer in California in addition to the existing co-manufacturer in order to enhance the production capacity. We are looking forward to the launch of new and exciting products in the US market during the current fiscal year.

International Business:

The appointment of new country managers for Europe, Canada, GCC, Levant Countries, Asia Pacific & Africa has strengthened the Sales team and the same will expand our reach to these markets. The Company has introduced new products like baked Vada Pav, Makhana Pops, etc. under its Frozen and Ambient range under ASHOKA brand. The Company has also launched new rice products in 3 delicious variants under its Truly Indian Organic Ready to Eat range. The Company's ADF Soul Brand has won the prestigious 'Great Taste Award' in the Ready to Eat category for Punjabi Choley in the UK. The Company has also introduced new products under Aeroplane and Camel brands.

C. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the Financial year of the Company to which the Financial Statements relate and the date of the report.

D. SHARE CAPITAL:

The paid up Equity Share Capital as on March 31, 2018 was Rs. 21.20 Crore. During the year under review, the Company has not issued or allotted any securities.

E. BUYBACK:

The Board of Directors of the Company, at its meeting held on 5th June, 2018 has passed the resolution for Buyback of the Company's equity shares from open market through Stock Exchange mechanism. The said Buyback has been approved by the shareholders vide special resolution on 12th July, 2018 by way of Postal Ballot.

The buyback of equity Shares shall be at a price not exceeding INR 300 per equity share of Rs. 10/- each for an aggregate amount not exceeding INR 30,00,00,000 (Rupees Thirty Crores only) representing 14.52 % of the paid up equity capital and free reserves as per the latest audited Annual Financial Statements of the Company for the financial year ended March 31, 2018. The maximum buy back size and maximum buyback price shall not include brokerage, fees, turnover charges, taxes such as securities transaction tax, GST, stamp duty and other transaction charges, if any.

The buyback has commenced w.e.f. 23rd July, 2018.

F. DIVIDEND :

In view of the buyback, the Board did not declare dividend on the equity shares of the Company for the year under review.

G. TRANSFER TO RESERVES:

During the year under review, your Company has not transferred any amount to General Reserves.

H. SUBSIDIARY COMPANIES :

Your Company has three subsidiaries namely ADF Foods UK Ltd, Power Brands (Foods) Pvt. Ltd. and ADF Foods (India) Ltd. and two step down subsidiaries viz. ADF Holdings (USA) Ltd. and ADF Foods (USA) Ltd as on 31st March, 2018. M/s Power Brands (Foods) Pvt. Ltd, 100% wholly owned subsidiary of the Company, is undergoing Voluntary Liquidation vide Special resolution passed by the Members on 5th November, 2012. During the year, the Board of Directors reviewed the affairs of the subsidiaries in accordance with Section 129 (3) of the Companies Act, 2013. We have prepared consolidated financial statements of the Company which form part of the Annual Report. The salient features of the financial statement of the subsidiaries are set out in the prescribed form AOC-1 which is attached to the financial statements. The statement also provides the details of performance and financial position of the Company's subsidiaries.

During the year under review Company did not have any JVs and/or Associate companies.

The financial statements of each of the subsidiaries may also be accessed on the Company's website www.adf-foods.com..

I. BOARD OF DIRECTORS AND COMMITTEES :

- **Directors**

  During the year, Mr. Ashok H. Thakkar, Chairman of the Company was re-appointed as the Whole Time Director for a period of one year from 1st October, 2017, Mr. Bimal R Thakkar, was re-appointed as Managing Director for a period of one year from 1st October, 2017, and Mr. Bhavesh R. Thakkar was re-appointed as Executive Director to hold office as a Whole Time Director for a period of one year from 1st October, 2017.

  After closure of financial year, Mr. Ashok H. Thakkar, Executive Chairman and Mr. Bhavesh R. Thakkar, Executive Director of the Company resigned from the Company with effect from the closure of business hours on 29th May, 2018. Mr. Ashok H. Thakkar resigned on account of his age and increased personal commitments and Mr. Bhavesh R. Thakkar resigned to pursue other business opportunities.

  Further, Mr. Nipun C. Shah and Mr. Yasir J. Varawala, both Independent Directors of the Company also tendered their resignations from the Company w.e.f. 18th May, 2018 on account of other professional preoccupations.

  The Board expressed its appreciation to outgoing Directors for their valuable inputs, insights and guidance during their long association with the Company.

  Mr. Bimal R. Thakkar has been appointed as the Executive Chairman of the Company w.e.f. 5th June, 2018. Accordingly Mr. Bimal R. Thakkar has been redesignated as the "Chairman, Managing Director & CEO" of the Company.

  In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Bimal R. Thakkar, Chairman, Managing Director & CEO, retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

- **Relationship between Directors Inter-se**

  The details of Inter-se relationship between Directors are given in the Corporate Governance Report.

- **Meetings of Board of Directors**

  Six meetings of the Board of Directors of the Company were held during the year. For detail of the meetings, please refer to Clause II E of the Corporate Governance Report, which forms part of this Report.

- **Committees of the Board**

  The Company has duly constituted the Committees required under the Companies Act, 2013 read with applicable Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

  Pursuant to the resignations tendered by Mr. Nipun C. Shah and Mr. Yasir J. Varawala, the Audit Committee of the Board of Directors of the Company was reconstituted vide Circular Resolution dated 23rd May, 2018 by re-designating the existing Committee member, Mr. Viren A. Merchant, Independent Director as Chairman of the Audit Committee and by inducting Mr. Bimal R. Thakkar, Managing Director as member of the Audit Committee.

  All the recommendations of the Audit Committee were accepted by the Board during the financial year under review.

  The other Committees of the Board are:

  i) Nomination and Remuneration Committee

  ii) Stakeholders Relationship / Shareholders Grievance Committee

  iii) Corporate Social Responsibility Committee

  iv) Share Transfer Committee

  The details with respect to the reconstitution, powers, roles, terms of reference, meetings held and attendance of the members at such meetings of the relevant Committees are provided in the Report on Corporate Governance of the Company which forms part of this Annual Report.

- **Directors' Responsibility Statement**

  To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(5) of the Companies Act, 2013:

  a) that in the preparation of the annual financial statements for the financial year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

  b) that such accounting policies as mentioned in Note 2 of the Notes to the Standalone Financial Statements and in Note 2 of the Notes to the Consolidated Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year;

  c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

  d) that the annual financial statements have been prepared on a going concern basis;

  e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;

  f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

- **Independent Directors' Declaration**

  The Independent Directors have submitted a declaration that each of them meet the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

- **Meeting of Independent Directors**

  A meeting of the Independent Directors was held on 14th March, 2018 in order to take into consideration the performance of the Board as a whole, the Chairman and the Non Independent Directors and timeliness of flow of information between the Company management and the Board that would be necessary for the Board to effectively and reasonably perform its duties was reviewed in the said meeting.

- **Performance Evaluation of the Board**

  Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, of Chairman, its Committees and the Directors individually.

  The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

- **Familiarization Program for Independent Directors**

  The Independent Directors of the Company are eminent personalities having wide experience in the field of business, finance, industry and law. Their presence on the Board has been advantageous and fruitful in taking business decisions. Independent Directors are appointed as per the Governance guidelines of the Company, with management expertise and wide range of experience. The Directors appointed by the Board are given induction and orientation with respect to the Company's vision, strategic direction, core values, including ethics, corporate governance practices, financial matters and business operations by having one-to-one meeting with the Managing Director. The new Board members are also requested to access the necessary documents / brochures, Annual Reports and policies available at the Company's website www.adf-foods.com to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made by the Senior Management, Statutory and Internal Auditors at the Board/Committee meetings on business and performance updates of the Company, working capital management, fund flows, business risks and its mitigation strategy, subsidiary information, updates on major litigations, impact of regulatory changes on strategy etc. Updates on relevant statutory changes encompassing important laws are regularly intimated to the Independent directors.

  Familiarization program of the Company as specified under Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is displayed on the Company's website www.adf-foods.com and is available under the weblink:

  http://www.adf-foods.com/wp-content/uploads/2018/02/Revised-Familiaristion-Programme.pdf

- **Policy of Directors' Appointment and Remuneration**

  In accordance with the provisions of Section 134(3)(e) of the Companies Act, 2013 ("the Act") read with Section 178(3) of the Act and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters, which is covered in the Corporate Governance Report which forms part of this Report. Further, information about elements of remuneration package of individual directors is provided in the extract of Annual Return as provided under Section 92(3) of the Act at Annexure-V in the prescribed form MGT-9 and forms part of this Report.

J. CASH FLOW STATEMENT :

The Cash Flow Statement pursuant to Regulation 34(2) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is annexed to this Report.

K. CONSOLIDATED ACCOUNTS :

The Consolidated Accounts of the Company are prepared in compliance with Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (IND AS) prescribed u/s 133 of the Companies Act, 2013 which became applicable to the Company w.e.f. 1st April, 2017. The Consolidated Accounts of the Company and its subsidiaries are annexed to this Report.

L. GOVERNANCE :

- **Report on Corporate Governance**

  In compliance with the requirements of Regulation 34(3) and Schedule V of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, a separate report on Corporate Governance along with Auditors' certificate on its compliance has been provided elsewhere in this Annual Report which forms part of this report.

  Report on Management Discussion and Analysis is provided in separate section and forms part of this Annual Report.

  Various information required to be disclosed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the Annexure-I and forms part of this report.

- **Vigil Mechanism/Whistle Blower Policy**

  The Company has adopted a Vigil Mechanism/'Whistle Blower Policy' pursuant to Section 177 of the Companies Act, 2013 read with Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with an objective to conduct its affairs in a fair and transparent manner and by adopting the highest standards of professionalism, honesty, integrity and ethical behavior.

  With the adoption of this policy, the Company has put in place a mechanism wherein the Employees are free to report to the management any actual or possible violation of the Principles or any other unlawful or unethical or improper practice or act, or activity of the Company. Under the Whistle Blower Policy, the confidentiality of those reporting violation(s) is protected and they are not subject to any discriminatory practices. No personnel has been denied access to the Management & Audit Committee. The mechanism is reviewed by the Audit Committee of the Company in accordance with the SEBI (LODR) Regulations, 2015. The Company did not receive any such complaints during the year, hence no complaints were pending as on 31st March, 2018.

  Whistle Blower Policy of the Company is displayed on the Company's website www.adf-foods.com and is available under the weblink:

  http://www.adf-foods.com/wp-content/uploads/2017/03/ADF-Whistle-Blower-Policy-1.pdf

- **Nomination & Remuneration Policy :**

  The Nomination & Remuneration policy is attached as Annexure II to the Board's Report forming part of the Annual Report and is also available on the website of the Company www.adf-foods.com.

- **Risk Management Framework**

  The Company has adopted Business Risk Management System (BRMS) for mitigating various risks associated and identified across all levels within the organization. This model is based on ISO 31000. BRMS enables the management to review the business risks on periodical basis and to bring the high risk areas to the immediate attention of the Board.

- **Internal Financial Controls**

  Your Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. Review of the internal financial controls environment of the Company was undertaken during the year under review which covered verification of entity level controls, process level controls and IT controls, review of key business processes and analysis of risk control matrices, etc. During the period under review, effectiveness of internal financial controls was evaluated. Reasonable Financial Controls are operative for all the business activities of the Company and no material weakness in the design or operation of any control was observed.

- **Other Policies under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In accordance with the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has framed Policy for determination of Materiality for disclosure of events or information.

The same has been hosted on the website of the Company at the link:

http://www.adf-foods.com/wp-content/uploads/2016/01/Material-Events-21.12.2017.pdf. The details of the other policies of the Company can be obtained using the following weblinks:

Sr No	Policy	Link
1	ADF Code of Conduct	http://www.adf-foods.com/wp-content/uploads/2016/12/ADF-Code-of-Conduct.pdf
2	Nomination and Remuneration Policy	http://www.adf-foods.com/wp-content/uploads/2018/08/Nomination-Remuneration-Policy_revised.pdf
3	Insider Trading Code 2015	http://www.adf-foods.com/wp-content/uploads/2016/01/Insider-Trading-Code-2015-2.pdf
4	ADF Whistle Blower Policy	http://www.adf-foods.com/wp-content/uploads/2017/03/ADF-Whistle-Blower-Policy.pdf
5	Related Party Transactions Policy	http://www.adf-foods.com/wp-content/uploads/2017/03/Related-Party-Transactions-Policy.pdf
6	ADF Material Subsidiary Policy	http://www.adf-foods.com/wp-content/uploads/2017/06/Policy-for-Determining-the-Material-Subsidiary-21.12.2017.pdf
7	ADF CSR Policy	http://www.adf-foods.com/wp-content/uploads/2016/01/CSR-Policy.pdf
8	ADF Familiarisation Program	http://www.adf-foods.com/wp-content/uploads/2018/02/Revised-Familiaristion-Programme.pdf
9	ADF Board Diversity Policy	http://www.adf-foods.com/wp-content/uploads/2016/01/ADF-Board-Diversity-Policy.pdf
10	ADF Sexual Harassment policy	http://www.adf-foods.com/wp-content/uploads/2016/01/ADF-Sexual-Harassment-policy.pdf
11	Preservation of Documents	http://www.adf-foods.com/wp-content/uploads/2016/01/Preservation-of-Documents.pdf
12	ADF Archival Policy	http://www.adf-foods.com/wp-content/uploads/2016/05/ADF-Archival-Policy.pdf

- **Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

The Company has a policy on Prevention of Sexual Harassment of Women at Workplace pursuant to the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013. The Company did not receive any such complaints during the year.

The Prevention of Sexual Harassment Policy of the Company is displayed on the Company's website www.adf-foods.com and is available under the weblink: http://www.adf-foods.com/wp-content/uploads/2016/01/ADF-Sexual-Harassment-policy.pdf

M. PARTICULARS OF EMPLOYEES :

- **Key Managerial Personnel (KMP)**

Mr. Bimal R. Thakkar, Chairman, Managing Director & CEO and Ms. Shalaka Ovalekar, Company Secretary & Compliance Officer are the KMPs of the Company as on date of the report.

During the period under review, Mr. Ashok H. Thakkar, Chairman and Mr. Bhavesh R. Thakkar, Executive Director & CFO tendered their resignations from the closure of the business hours on 29th May, 2018. Apart from these, there was no change in KMPs.

- **Employees**

  There were no employees drawing remuneration exceeding the monetary ceiling of Rs. 1.02 Crores per annum or Rs. 8.50 Lakhs per month during the financial year 2017-18, if employed for a part of the year prescribed under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

  The information required under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given at Annexure I that forms part of the Board's Report.

- **Human Resource and Employee Relations**

  The Company has always perceived its Manpower as its biggest strength. The emphasis was on grooming in-house talent enabling them to take higher responsibilities. The Employee relations continue to be cordial at all the divisions of the Company. Your Directors place on record their deep appreciation for exemplary contribution of the employees at all levels. Their dedicated efforts and enthusiasm have been integral to your Company's steady performance.

N. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT:

The Loans, Guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the Financial Statements provided in this Annual Report.

O. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons, subsidiary companies and other related parties which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee and also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on yearly basis for the transactions which are of a foreseen and repetitive nature. A statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, the disclosure of particulars of contracts/arrangements entered into by the company with related parties as specified in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions are disclosed in Form AOC-2 which is attached to the Financial Statements.

Pursuant to requirements of Regulation 16(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Company has formulated a 'Policy on determining Material Subsidiaries'. The Policy is posted on website of the Company viz. www.adf-foods.com.

The web link of the said Policy is:

http://www.adf-foods.com/wp-content/uploads/2017/06/Policy-for-Determining-the-Material-Subsidiary-21.12.2017.pdf.

P. PUBLIC DEPOSITS :

Your Company has not accepted any deposit within the meaning of Section 73 and 76 of the Companies Act, 2013 and the rules made thereunder during the financial year 2017-18.

Q. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND :

Pursuant to the provisions of Section 125(5) of the Companies Act, 2013, dividends pertaining to the financial year 2009-10 (Final) amounting to Rs. 869,694/-which remained unpaid or unclaimed for a period of 7 years were transferred by the Company to the Investor Education and Protection Fund during the financial year under review.

Transfer of Equity Shares to the Demat account of IEPF Authority-

Pursuant to the provision of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), as amended from time to time, henceforth it would be mandatory for the Company to transfer all the shares in the name of Investor Education and Protection Fund (IEPF) in respect of which dividend has not been claimed for seven consecutive years or more.

In compliance with the said Rules, the Company had determined the list of such shareholders who did not claim dividend for previous 7 consecutive years starting from the Financial Year 2009-10.

Accordingly, the Company had approached the said shareholders individually informing them the procedure to claim the dividend prior to the due date of transfer of shares to IEPF and also published the Notices to this effect in the Financial Express on three occasions. Few shareholders claimed dividend in response to said communication and the Company settled their claims promptly.

As on the due date of transfer determined by the Ministry of Corporate Affairs i.e. 31st October, 2017, there were 2,403 shareholders holding 3,30,948 equity shares of Rs. 10/- each whose shares were liable to be transferred to IEPF.

The list of the aforesaid shareholders whose shares were liable to be transferred to IEPF is available at the below mentioned weblink:

http://www.adf-foods.com/wp-content/uploads/2017/10/List-of-Shareholders-whose-shares-are-due-for-transfer-to-IEPF-Authority-Account-as-on-31.10.2017-5-1.pdf.

Accordingly, the company completed necessary formalities pertaining to the said transfer.

R. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES :

The Company has a Corporate Social Responsibility (CSR) policy and set up CSR Committee and the same is currently comprising of three members viz. Mr. Viren Merchant, Independent Director, Ms. Anjali Seth, Independent Director and Mr. Bimal R. Thakkar, Chairman & Managing Director.

During the Financial Year 2017-18 the Company was required to spend an amount of Rs. 41.93 Lakhs on the CSR activities (including unspent Rs. 1.76 Lakhs for Financial Year 2016-17) pursuant to Section 135 of the Companies Act, 2013. During the year, the Company had undertaken various meaningful CSR activities in the areas such as educational aid for underprivileged and disabled, health, eradication of hunger and poverty, animal and women empowerment and the entire amount due was spent on these activities.

The CSR Policy of the Company and the relevant report as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 have been disclosed in Annexure-IV to this Report.

S. EXTRACT OF ANNUAL RETURN :

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return as at 31st March, 2018 forms part of this report as Annexure V.

T. AUDITORS AND THEIR REPORT :

- **Statutory Auditors**

  M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Registration no. 104607W/W100166) are the Statutory Auditors of the Company. There are no qualifications, reservations or adverse remarks contained, in the Auditor's Report and therefore there are no further explanations to be provided for in this report.

  The requirement of annual ratification of the appointment of Statutory Auditors of the Company has been dispensed with vide Notification dated 7th May, 2018 of the Ministry of Corporate Affairs. Accordingly, the proposal for ratification of appointment of statutory auditors is not forming part of the Notice convening ensuing Annual General Meeting of the Company.

  M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Reg. No: 104607W/W100166), have consented to continue as the statutory auditors of the Company and confirmed that their appointment is within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditor in terms of the provisions of Section 139 and Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014, as amended.

- **Details with respect to fraud reported by Auditors**

  During the year under review, no fraud was reported by Auditors.

- **Secretarial Audit**

  Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Keyul M. Dedhia & Associates, Company Secretary in Practice (C.P. No. 8618), to undertake the Secretarial Audit of the Company for the Financial Year 2017-18. The Secretarial Audit Report is annexed herewith as Annexure III.

  There are no material qualifications, reservations or adverse remarks contained, in the said Report except the following observations:-

  1. The Annual General Meeting of members of the Company duly convened on August 23, 2017. However, the Chairman of the Audit Committee was not present at the meeting.
  2. There was a delay in receipt of dividend remittance from foreign subsidiary company of the Company.
  3. During the Audit period, one of the connected persons of the Company has kept the equity shares of the Company under pledge but has delayed in making disclosure for the said pledge of shares to the Company.

  The Company's explanation to the same is as under:

  1. Mr. Nipun C. Shah, Audit Committee Chairman could not attend the AGM on account of medical emergency of a close relative. However, he had authorized other Committee member, Mr. Yasir J. Varawala to attend the AGM on his behalf.
  2. There was an inadvertent delay of 108 days in remittance of dividend of GBP 41.22 from the Company's foreign subsidiary ADF Foods UK Ltd.
  3. The Company has informed the concerned connected person to exercise the necessary precautions going forward.

- **Internal Audit**

  M/s. Suresh Gandhi & Co., Chartered Accounts, Surat (Registration No.114917W) have been associated with your Company as Internal Auditor for Nadiad Division.

  M/s. RMJ & Associates LLP., Chartered Accounts, Mumbai (Registration No. AAM 0182) have been appointed as Internal Auditors for Mumbai and Nasik divisions of the Company for the Financial Year 2018-19 in place of outgoing Internal Auditors M/s. B K Khare & Co.

  The Audit Committee of the Board of Directors, Statutory Auditors and the Management are periodically apprised of the Internal Audit findings and corrective actions taken.

U. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS :

During the Financial Year under review, no significant and material orders were passed by the regulators or courts or tribunals that would impact the going concern status of the Company and its future operations.

V. LISTING OF SHARES :

The Company's shares are actively traded on BSE Limited and the National Stock Exchange of India Limited

W. TECHNOLOGY AND QUALITY :

Your Company is committed to deliver highest quality of products by continuous improvement in terms of product quality and achieving customer satisfaction and delight. Your Company has already obtained various quality certifications such as the internationally recognized BRC (British Retail Consortium) Global Standard – Foods, ISO 22000/ HACCP & ISO 9001: 2000 certifications for its plants located at Nadiad, Gujarat and Nashik, Maharashtra.

X. ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE :

Information required under Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8 of The Companies (Accounts) Rules, 2014 is appended hereto and forms part of this report at Annexure VII.

Y. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT :

The Directors and members of Senior Management have affirmed compliance with the Code of Conduct for Directors and Senior Management. A declaration to this effect has been signed by Mr. Bimal R. Thakkar, Chairman, Managing Director & CEO and forms part of the Annual Report.

Z. ACKNOWLEDGEMENTS :

Your Directors wish to express their sincere appreciation of the excellent support and co-operation extended by the Company's shareholders, customers, bankers, suppliers and all other stakeholders.

For and on Behalf of the Board of Directors

Bimal R. Thakkar
Chairman, Managing Director & CEO
DIN: 00087404

Mumbai, 25th July, 2018

Regd. Office:
83/86 GIDC Industrial Estate, Nadiad 387001, Gujarat
Tel.: 0268-2551381/2 Fax. : 0268-2565068;
E-mail: info@adf-foods.com; website: www.adf-foods.com
CIN: L15400GJ1990PLC01426

ANNEXURE-I

1. PARTICULARS OF REMUNERATION

The information required under Section 197 of the Act and the Rules made there-under, in respect of employees of the Company, is as follows:-

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of Executive Director	Ratio to Median Remuneration
Mr. Ashok H. Thakkar	29.97
Mr. Bimal R. Thakkar	29.97
Mr. Bhavesh R. Thakkar	29.39

(ii) The percentage increase in remuneration of each Director, Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary or Manager, if any, in the financial year:

Name of Person	% increase in Remuneration
Mr. Ashok H. Thakkar- Chairman	10.00
Mr. Bimal R. Thakkar – Managing Director & CEO	10.00
Mr. Bhavesh R. Thakkar- Executive Director & CFO	10.00
Ms. Shalaka Ovalekar- Company Secretary	12.00

The fixed remuneration components have been taken into consideration for determining the % increase in the remuneration over previous year**.**

(iii) The percentage increase in the median remuneration of employees in the financial year: 8.18%

(iv) The number of permanent employees on the payroll of Company: 269

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average increase in salaries of employees other than managerial personnel in 2017-18 was 11%. Percentage increase in the managerial remuneration for the year was 10%.

(vi) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavors to attract, retain, develop and motivate a high performance staff. The performance of the individuals is measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

2. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company except receipt of sitting fees for attending Board and Committee meetings.

ANNEXURE II

NOMINATION AND REMUNERATION POLICY

Introduction:

The Company considers human resources as its prime invaluable asset. ADF believes in harmonizing the aspirations of human resources to be consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing agreement as amended from time to time.

This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee on 9th August, 2014 and approved by the Board of Directors in their meeting on 11th August, 2014. The said Policy was amended by the Board of Directors in their meeting held on 29th May, 2018.

I) Objective and purpose of the Policy:

The objective and purpose of this policy is:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the industry.
- To carry out evaluation of the performance of Directors
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

Effective Date:

This policy shall be effective from 1st April, 2014.

Constitution of the Nomination and Remuneration Committee:

The Board has changed the nomenclature of Remuneration Committee constituted on 8th May, 2002 by renaming it as Nomination and Remuneration Committee on 28th May 2014.

The Nomination and Remuneration Committee comprises of following Directors:

i) Mr. Viren A. Merchant, Chairman [Non-Executive Independent Director]

ii) Mr. Ravinder Kumar Jain, Member [Non-Executive Independent Director]

iii) Ms. Anjali Seth, Member [Non-Executive Independent Director]

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirement.

Definitions:

- Board means Board of Directors of the Company.
- Directors mean Directors of the Company.
- Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- Company or ADF means ADF Foods Limited.
- Independent Director means a director referred to in Section 149(6) of the Companies Act, 2013.
- Key Managerial Personnel (KMP) means-

(i) Executive Chairman and / or Managing Director;

(ii) Whole Time Director;

(iii) Chief Financial Officer;

(iv) Company Secretary;

(v) Such other officer as may be prescribed under the applicable statutory provisions / regulations.

- Senior Management personnel means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Applicability

The Policy is applicable to:

- Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management Personnel

General

This Policy is divided in three parts:

Part – A covers the matters to be dealt with and recommended by the Committee to the Board,

Part – B covers the appointment and nomination and

Part – C covers remuneration and perquisites etc.

- The key features of this Company's policy shall be included in the Board's Report.

PART – A

MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.
- Recommend to the board, all remuneration, in whatever form, payable to senior management and KMPs.

PART – B

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

- Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

3. The Company shall not appoint or continue the employment of any person as Whole Time Director who has attained the age of seventy years provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term / Tenure:

1. Managing Director/Whole Time Director:

   The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director:

   An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, of 5 years each but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

Evaluation:

The Committee shall carry out evaluation of performance of every Director on annual basis.

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART – C

POLICY RELATING TO THE REMUNERATION FOR THE WHOLE TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

General:

1. The remuneration / compensation / commission etc. to the Whole Time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Companies Act, 2013, with the rules made thereunder and the approval of the Board of Directors.
3. Increments to the existing remuneration / compensation structure of the Directors, KMP's and senior management personnel may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole Time Director. Increments will be effective as per the terms of the employment agreements.

4. Where any insurance is taken by the Company on behalf of its Whole Time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

- **Remuneration to Whole Time / Executive / Managing Director, KMP and Senior Management Personnel:**

1. Fixed pay:

   The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration:

   If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole Time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

3. Provisions for excess remuneration:

   If any Whole Time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration to Non- Executive / Independent Director:

1. Sitting Fees:

   The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

2. Commission:

   Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

3. Stock Options:

   An Independent Director shall not be entitled to any stock option of the Company.

ANNEXURE III

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
ADF Foods Limited
Corporate Identification Number: L15400GJ1990PLC014265
83/86, GIDC Industrial Area, Nadiad, Gujarat- 387 001.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ADF Foods Limited (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our limited verification of the Company's Books, Papers, Minute Books, Forms and Returns filed with applicable regulatory authority(ies) and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended on March 31, 2018 ('Audit Period'), complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to reporting made hereinafter:

We herewith report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management and of the Company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test check basis, the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and produced before us for the financial year ended March 31, 2018, as per the provisions of:

(i) The Companies Act, 2013, ('the Act') and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder with respect to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, to the extent the same was applicable to the Company;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit period)**;

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the Audit period)**;

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit period)**;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit period)**;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit period)** and

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

(vi) We relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for the compliance of the following laws applicable specifically to the Company:

1. Food Safety and Standards Act, 2006.
2. Food Safety and Standards Rules, 2011.
3. The Food Safety and Standards (Packaging and Labeling) Regulations, 2011.

We have also examined compliance with the applicable clauses of:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and

(ii) The Listing Agreements entered into by the Company with Stock Exchange(s).

Based on the aforesaid information provided by the Company, we report that during the financial year under report, the Company has complied with the provisions of the above mentioned Act/s, Rules, Regulations, Guidelines, Standards, etc. mentioned above and we have not found material observation or instances of non compliance in respect of the same subject to the following observations:

1. ***The Annual General Meeting of members of the Company duly convened on August 23, 2017. However, the Chairman of the Audit Committee was not present at the meeting.***
2. ***There was a delay in receipt of dividend remittance from foreign subsidiary company of the Company.***

We further report that, during the Audit period, one of the connected persons of the Company has kept the equity shares of the Company under pledge but has delayed in making disclosure for the said pledge of shares to the Company.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors about scheduled Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance, and a reasonable system exists for Board Members for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Based on the representation made by the Company and its Officer, we herewith report that majority decision is carried through and proper system is in place which facilitates / ensure to capture and record, the dissenting member's views, if any, as part of the Minutes.

Based on the representation made by the Company and its Officer, we report that majority decisions were carried through while dissenting member's views, if any, were captured and recorded as part of the Minutes. Based on the representations made by the Company and its Officers, the Company has proper system in place which facilitates/ ensures capturing and recording of any dissenting views of Board Members.

Based on the representation made by the Company and its Officers explaining to us in respect of internal systems and mechanisms established by the Company which ensures compliances of Acts, Laws and Regulations applicable to the Company, we report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, during the audit period, the Company has not undertaken any corporate action having a major bearing on the Company's affairs in pursuance of aforesaid laws, rules and regulations, guidelines, standards, etc as mentioned above.

For Keyul M. Dedhia & Associates
Company Secretaries

Keyul M. Dedhia
Proprietor
FCS No: 7756 COP No: 8618

Mumbai, 25th July, 2018,

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

'Annexure A'

To,
The Members,
ADF Foods Limited
Corporate Identification Number: L15400GJ1990PLC014265
83/86, GIDC Industrial Area, Nadiad, Gujarat- 387 001.

Sub: Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test-check basis (by verifying records as was made available to us) to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we follow, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and we have relied on Statutory Auditors' independent assessment on the same.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of process followed by Company to ensure adequate Compliance on test-check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Keyul M. Dedhia & Associates
Company Secretaries

Keyul M. Dedhia
Proprietor
FCS No: 7756 COP No: 8618

25th July, 2018, Mumbai

ANNEXURE IV

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

   CSR Policy is stated herein below:

   Weblink: http://www.adf-foods.com/wp-content/uploads/2016/01/CSR-Policy.pdf

2. Composition of the CSR Committee:

   Mr. Viren A. Merchant — Chairman (Independent Director)

   Ms. Anjali K. Seth — Member (Independent Director) – inducted w.e.f. 23.05.2018

   Mr. Bimal R. Thakkar — Member (Chairman, Managing Director & CEO)

   Mr. Nipun Shah — Ceased to be a member w.e.f. 18.05.2018

3. Average net profit of the Company for last three financial years: Rs. 2,411.19 Lakhs

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): Rs. 48.22 Lakhs

   During the FY 2017-18 the Company was required to spend Rs. 41.93 Lakhs towards CSR (including Rs. 1.76 for FY 2016-17).

5. Details of CSR spend for the financial year

   a. Total amount spent for the financial year: Rs. 41.93 lakhs out of which Rs. 1.76 lakhs pertains to the FY 2016-17.

   b. Amount unspent, if any: Nil.

   Manner in which the amount spent during the financial year is detailed below:

Sr. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs Local area or other Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (in Rs.)	Amount spent on the projects or programs Sub heads 1. Direct expenditure on projects or programs 2. Overheads (in Rs.)	Cumulative expenditure upto to the reporting period (in Rs.)	Amount spent: Direct or through implementing agency
1	Aid to the centre imparting education for visually challenged students	Promoting education for disabled	Mumbai	1,98,000	1,98,000	5,88,000	Through implementing agency viz. South Indian Education Society

Sr. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs Local area or other Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (in Rs.)	Amount spent on the projects or programs Sub heads 1. Direct expenditure on projects or programs 2. Overheads (in Rs.)	Cumulative expenditure upto to the reporting period (in Rs.)	Amount spent: Direct or through implementing agency
2	Sponsoring school fees	Education	Mumbai, Nashik & Nadiad	10,90,000	10,90,000	26,53,000	Through implementing agency viz. Premadan- Rs. 3,30,000 Nirant Seva Trust- Rs. 3,80,000 Samanway Samajik Sanstha- Rs. 3,80,000
3	Sponsoring food expenses of residential care centre for disabled and poor people and girl child	Eradication of hunger	Mumbai	8,80,005	8,80,005	17,34,015	Through implementing agency viz. Cheshire Home- Rs. 6,00,000 GSB Seva Mandal- Rs. 30,005 Premadan- Rs. 2,50,000
4	Sponsoring girl child	Women empowerment	Mumbai	5,39,000	5,39,000	5,95,500	Through implementing agency viz. ADAPT- Rs. 39,000 Sheth Ranchhoddas Chatrabhuj Cutchi Lohana Balashram- Rs. 5,00,000
5	IDA (In Defense of Animals)	Animal Welfare	Mumbai	2,50,000	2,50,000	4,50,000	Through implementing agency viz. IDA

Sr. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs Local area or other Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (in Rs.)	Amount spent on the projects or programs Sub heads 1. Direct expenditure on projects or programs 2. Overheads (in Rs.)	Cumulative expenditure upto to the reporting period (in Rs.)	Amount spent: Direct or through implementing agency
6	Donation for medical purpose	Health	Mumbai & Nadiad	12,35,995	12,35,995	35,73,745	Through implementing agency viz. St. Jude India Childcare Centre- Rs. 2,00,000 ADAPT- Rs. 1,00,000 Taramati Charitable Foundation- Rs. 2,47,800 Child Help Foundation- Rs. 1,00,000 Mahagujrat Medical Society- Rs. 4,50,000 Adtiya Jyot Foundation for Twinkling Little Eyes- Rs. 1,14,292 Prince Ali Khan Hospital- Rs. 23,903
	Total Direct expenses of projects & programs (A)				Rs.40,43,000		
	Overheads Expenses (B)				Rs. 1,50,000		
	Total (A) + (B)				Rs. 41,93,000		

6. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company is reproduced below:

We hereby affirm that CSR Policy, as recommended by CSR Committee and approved by the Board, has been implemented and the CSR Committee monitors the implementation of CSR projects and activities in compliance with CSR objectives.

Viren A. Merchant
Director & Chairman
of CSR Committee
DIN:00033464

Bimal R. Thakkar
Managing Director & Member
of CSR Committee
DIN:00087404

Anjali K. Seth
Director & Member
of CSR Committee
DIN:05234352

Date: 25th July, 2018

Place: Mumbai

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

Introduction:

This policy has been framed in accordance with the provisions of Section 135 of the Companies Act, 2013 on Corporate Social Responsibility along with the Companies (CSR) Rules, 2014 have become applicable w.e.f 1st April, 2014.

The CSR activities/projects shall be undertaken or donations shall be made by the Company to assist weaker and underprivileged sections of the society.

Applicability:

In every financial year , in which the Company has a Net worth of INR 500 Crores or more; or Turnover of INR 1000 Crores or more; or Net profit of INR 5 Crores or more it is required to spend 2% of the average net profits (Profit before tax) of the last three financial years on CSR activities.

CSR Committee :

CSR Committee will be a Board level committee known as Corporate Social Responsibility Committee. The constitution of CSR Committee is in accordance with the applicable provisions of the Act and comprises of the Managing Director and two independent directors.

The CSR Committee compromises of following Directors:

1 Mr. Viren A. Merchant, Chairman [Non-Executive Independent Director];

2 Ms. Anjali K. Seth, Member [Non-Executive Independent Director];

3 Mr. Bimal R. Thakkar, Member [Managing Director].

The composition of the CSR Committee may be changed by the Board of Directors of the Company.

The Committee shall formulate CSR Policy, recommend the amount of expenses to be incurred in each CSR activity/project/ program and monitor CSR policy on annual basis.

CSR Activities as per Schedule VII and CSR Rules:

1. eradicating extreme hunger and poverty;
2. promotion of education;
3. promoting gender equality and empowering women;
4. reducing child mortality and improving maternal health;
5. combating human immunodeficiency virus, acquired immune deficiency syndrome, malaria and other diseases;
6. ensuring environmental sustainability;
7. employment enhancing vocational skills;
8. social business projects;
9. contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government or the State Governments for socio-economic development and relief and funds for the welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
10. Other activities as prescribed under Guidelines for CSR activities/projects/programs.

The Company may decide to undertake such CSR activities/projects/programs as may be recommended by the CSR Committee

Provided that -

a. The Company may also collaborate with other companies for undertaking projects or programs or CSR activities in such a manner that the CSR committee is in a position to report separately on such projects or programs in accordance with the CSR Rules;

b. The CSR projects shall be only taken up in India;

c. The CSR projects or programs or activities shall not only benefit the employees of the Company;

d. Company shall not contribute to any Political Party under CSR activities.

Guidelines for monetary contributions :

The Company may decide to grant donations to a registered trust/ a registered society/ a Company established by the Company or its holding or subsidiary or associate Company under section 8 of the Act/by such institutions as mentioned in the Act:

Provided that-

if such trust, society or Company is not established by the Company or its holding or subsidiary or its associate Company, it shall have an established track record of three years in undertaking similar programs or projects;

Accounting and reporting:

CSR expenditure shall include all expenditure including contribution to corpus for projects or programs relating to CSR activities approved by the Board on the recommendation of the CSR Committee. The report will be presented to the Committee at the end of each financial year.

Any surplus arising out of CSR projects/programs/activities shall not form part of the business profit.

The Board's Report shall include CSR report in the prescribed format on an annual basis.

The contents of CSR policy shall be disclosed in the Board's Report and the same shall be displayed on the Company's website.

ANNEXURE V

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2018

[Pursuant to Section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN:- L15400GJ1990PLC014265

ii) Registration Date : 27/08/1990

iii) Name of the Company: ADF Foods Limited

iv) Category / Sub-Category of the Company: Company having Share Capital / Indian Non-government

v) Address of the Registered office and contact details:

83/86, G.I.D.C. Industrial Estate, Nadiad- 387001, Gujarat, India.
Tel: 0268-2551381/2
Fax: 0268-2565068
E-mail: nadiadfactory@adf-foods.com

vi) Whether listed Company - Yes -/~~No~~

vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Link Intime (India) Private Ltd.

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.
Tel.: 022 49186270 Fax.: 022 49186060

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products / services	ITC Code of the Product/ services	% to total turnover of the Company
1	Meal Accompliments	20019000	41.31
2	Can Food & Ready to eat	20051000	9.59
3	Frozen Foods	20049000	28.57

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. N0	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	ADF Foods (India) Ltd.	U15132GJ2009PLC058782	Subsidiary	100%	2(87)
2	ADF Foods (UK) Ltd.	Foreign Company	Subsidiary	100%	2(87)
3.	*Power Brands (Foods) Pvt Ltd.	U15490MH2007PTC170748	Subsidiary	100%	2(87)
4.	ADF Holdings (USA) Ltd	Foreign Company	Step down Subsidiary	100%	2(87)
5.	ADF Foods (USA) Ltd	Foreign Company	Step down Subsidiary	100%	2(87)

* Power Brands (Foods) Pvt. Ltd has undergone Voluntary Liquidation vide Special resolution passed by the Members on 5th November, 2012.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) *Category-wise Share Holding*

Category of Shareholders	No. of Shares held at the beginning of the year as on 01.04.2017				No. of Shares held at the end of the year as on 31.03.2018				% change during the year
	Demat	Physical	Total	% of total Shares of the Company	Demat	Physical	Total	% of total Shares of the Company	
A. Promoters (1) Indian									
a) Individual/HUF	1,12,78,251	-	1,12,78,251	53.20	72,28,251	-	72,28,251	34.10	(19.10)
b) Central Govt	-	-	-	-					
c) Sate Govt.	-	-	-	-					
d) Bodies Corp	2,38,399	-	2,38,399	1.12	2,38,399	-	2,38,399	1.12	-
e) Banks / FI	-	-	-	-					
f) Any other	-	-	-	-					
Sub total (A)(1)	**1,15,16,650**	**-**	**1,15,16,650**	**54.32**	**74,66,650**	**-**	**74,66,650**	**35.22**	**(19.10)**
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**1,15,16,650**	**-**	**1,15,16,650**	**54.32**	**74,66,650**	**-**	**74,66,650**	**35.22**	**(19.10)**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	18,300	18,300	0.09	-	5,100	5,100	0.03	(0.06)
b) Banks / FI	30,438	500	30,938	0.15	57,229	500	57,729	0.27	0.12
c) Central Govt.	-	-	-	-					
d) State Govt	-	-	-	-					
e) Venture Capital Funds	-	-	-	-					
f) Insurance Companies	-	-	-	-					
g) FIIs	51,721	5,300	57,021	0.27	6,14,010	3,300	6,17,310	2.91	2.64
h) Foreign Venture Capital Funds	-	-	-	-					
i) Others (specify)	-	-	--	-					
Sub-total (B)(1):-	**82,159**	**24,100**	**1,06,259**	**0.51**	**6,71,239**	**8,900**	**6,80,139**	**3.21**	**2.70**
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	17,42,425	17,600	17 60 025	8.30	42,34,266	12,000	42,46,266	20.03	11.73
ii) Overseas	-	-	-	-					
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	34,11,976	12,31,867	46,43,843	21.90	39,68,406	8,77,784	48,46,190	22.85	0.95

Category of Shareholders	No. of Shares held at the beginning of the year as on 01.04.2017				No. of Shares held at the end of the year as on 31.03.2018				% change during the year
	Demat	Physical	Total	% of total Shares of the Company	Demat	Physical	Total	% of total Shares of the Company	
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	22,04,202	-	22,04,202	10.40	23,63,638	-	23,63,638	11.15	0.75
c) Others (specify)									
i) NRI (Repat)	1,30,156	1,200	1,31,356	0.62	1,54,357	100	1,54,457	0.73	0.11
ii) NRI (non Repat)	34,732	-	34,732	0.16	36,050	-	36,050	0.17	0.01
iii) Clearing member	1,83,782	-	1,83,782	0.87	2,95,992	-	2,95,992	1.40	0.53
.iv) Independent Directors/ relatives	2,87,853	-	2,87,853	1.36	5,37,853	-	5,37,853	2.54	1.18
v) Trusts	500	-	500	0.00	500	-	500	0.00	0.00
vi) HUF	3,32,259	-	3,32,259	1.57	2,42,778	-	2,42,778	1.15	(0.42)
vii) Investor Education & Protection Fund	-	-	-	-	3,30,948	-	3,30,948	1.56	1.56
Sub-total (B)(2)	**83,27,885**	**-**	**95,78,552**	**45.17**	**1,21,64,788**	**8,89,884**	**1,30,54,672**	**61.57**	**16.40**
Total Public Shareholding (B)= (B)(1)+ (B)(2)	**84,10,044**	**12,74,767**	**96,84,811**	**45.68**	**1,28,36,027**	**8,98,784**	**1,37,34811**	**64.78**	**19.10**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**1,99,26,694**	**12,74,767**	**21,20,1461**	**100.00**	**2,03,02,677**	**8,98,784**	**2,12,01,461**	**100.00**	**100.00**

(ii) *Shareholding of Promoters*

Sr No.	Shareholder's Name	Shareholding at the beginning of the year as on 01.04.2017			Share holding at the end of the year as on 31.03.2018			% change during the year
		No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	
1	Ashok H. Thakkar	14,61,354	6.89	Nil	11,354	0.05	-	(6.84)
2	Bimal R. Thakkar	22,76,074	10.74	Nil	22,76,074	10.74	-	-
3	Bimal Thakkar (HUF)	5,95,246	2.81	Nil	5,95,246	2.81	-	-
4	Bhavesh R. Thakkar	11,76,450	5.55	Nil	11,76,450	5.55	-	-
5	Bhavesh R. Thakkar(HUF)	5,73,000	2.70	Nil	5,73,000	2.70	-	-
6	Mishal A. Thakkar	18,21,098	8.59	Nil	21,098	0.10	-	(8.49)
7	Mahalaxmi R. Thakkar	19,58,022	9.24	Nil	19,58,022	9.24	-	-
8	Parul B. Thakkar	3,16,007	1.49	Nil	3,16,007	1.49	-	-
9	Priyanka B. Thakkar	11,01,000	5.19	Nil	3,01,000	1.42	-	(3.77)
10	H J Thakkar Property Investments Ltd.	2,38,399	1.12	Nil	2,38,399	1.12	-	-
	Total	**1,15,16,650**	**54.32**	**Nil**	**74,66,650**	**35.22**	**-**	**(19.10)**

(iii) *Change in Promoters' Shareholding (please specify, if there is no change)*

Sr. No	Name of the Shareholder	Shareholding at the beginning of the year as on 01.04.2017		Change in the shareholding during the year		Shareholding at the end of the year as on 31.03.2018	
		No of shares	% of the total Shares of the Company	No of shares	% of the total Shares of the Company	No of shares	% of the total Shares of the Company
1	*Ashok H. Thakkar	14,61,354	6.89	(14,50,000)	(6.84)	11,354	0.05
2.	Bimal R. Thakkar	22,76,074	10.74	-	-	22,76,074	10.74
3	Bimal Thakkar HUF	5,95,246	2.81	-	-	5,95,246	2.81
4	Bhavesh R. Thakkar	11,76,450	5.55	-	-	11,76,450	5.55
5	Bhavesh Ramesh Thakkar HUF	5,73,000	2.70	-	-	5,73,000	2.70
6	*Mishal A. Thakkar	18,21,098	8.59	(18,00,000)	(8.49)	21,098	0.10
7	Mahalaxmi R. Thakkar	19,58,022	9.24	-	-	19,58,022	9.24
8	Parul B. Thakkar	3,16,007	1.49	-	-	3,16,007	1.49
9	*Priyanka B. Thakkar	11,01,000	5.19	(8,00,000)	(3.77)	3,01,000	1.42
10	H J Thakkar Property Investments Ltd.	2,38,399	1.12	-	-	2,38,399	1.12

**Mr. Ashok H. Thakkar sold 10,00,000 equity shares on 14th June, 2017 and 4,50,000 equity shares on 12th September, 2017. Both these transactions were carried out through Market sale.*

**Mr. Mishal A. Thakkar sold 18,00,000 equity shares on 19th September, 2017. The transaction was carried out through Market sale.*

**Ms. Priyanka B. Thakkar sold 8,00,000 equity shares on 27th December, 2017. The transaction was carried out through Market sale.*

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Name of the Shareholder	Shareholding at the beginning of the year as on 01.04.2017		Change in the shareholding during the year		Shareholding at the end of the year as on 31.03.2018	
		No of shares	% of the total Shares of the Company	No of shares	% of the total Shares of the Company	No of shares	% of the total Shares of the Company
1.	*JM FINANCIAL SERVICES LIMITED	684	0.00	13,72,569	6.47	13,73,253	6.47
2.	TOP CLASS CAPITAL MARKETS PRIVATE LIMITED	7,87,535	3.71	-	-	7,87,535	3.71
3.	*ALPANA S DANGI	0	0	5,93,147	2.80	5,93,147	2.80
4.	*KUBER INDIA FUND	0	0	4,62,803	2.18	4,62,803	2.18
5.	*INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	0	0	3,30,948	1.56	3,30,948	1.56
6.	*INDIANIVESH LIMITED	0	0	2,84,983	1.34	2,84,983	1.34
7.	LASHIT SANGHVI	2,83,750	1.34	-	-	2,83,750	1.34
8.	*NARESH LAKSHMANSINGH KOTHARI	0	0	2,50,000	1.18	2,50,000	1.18
9.	ASHWIN KEDIA	2,50,000	1.18	-	-	2,50,000	1.18
10.	*EDELWEISS CUSTODIAL SERVICES LTD	6,889	0.03	212,802	1.01	2,19,691	1.04

Note:

1. **JM FINANCIAL SERVICES LIMITED*

   Increase: Acquired 5,044 shares on 14.04.2017; 9,069 shares on 28.04.2017; 12,006 shares on 05.05.2017; 39,656 shares on 12.05.2017; 48,036 shares on 26.05.2017; 9,079 shares on 09.06.2017; 68,002 shares on 16.06.2017; 610 shares on 28.07.2017; 7,520 shares on 25.08.2017; 1,98,238 shares on 15.09.2017; 2,289 shares on 13.10.2017; 7,532 shares on 20.10.2017; 644 shares on 03.11.2017; 8,589 shares on 17.11.2017; 5,642 shares on 01.12.2017; 15,382 shares

on 22.12.2017; 5,987 shares on 29.12.2017; 1,196 shares on 30.12.2017 ; 2,377 shares on 19.01.2018 ; 96 shares on 02.02.2018 ; 1,450 shares on 09.02.2018; 70,586 shares on 16.02.2018; 1,370 shares on 16.03.2018 ; 13,69,766 shares on 31.03.2018

***Reason: Market Purchase**.*

Decrease: Sold 152 shares on 07.04.2017; 2,560 shares on 21.04.2017; 59,393 shares on 19.05.2017; 45,216 shares on 02.06.2017; 11,280 shares on 23.06.2017 ; 55,444 shares on 30.06.2017; 4,567 shares on 07.07.2017;1,114 shares on 14.07.2017; 92 shares on 21.07.2017 ; 9,019 shares on 04.08.2017; 924 shares on 11.08.2017; 452 shares on 18.08.2017; 2,461 shares on 01.09.2017; 280 shares on 08.09.2017; 1,69,462 shares on 22.09.2017 ; 16,522 shares on 29.09.2017 ; 255 shares on 06.10.2017; 9,456 shares on 27.10.2017 ; 6,355 shares on 10.11.2017; 15,594 shares on 24.11.2017; 1,345 shares on 08.12.2017 ; 8,333 shares on 15.12.2017; 15,989 shares on 05.01.2018 ; 6,480 shares on 12.01.2018 ; 3,342 shares on 26.01.2018 ; 64,185 shares on 23.02.2018; 3,792 shares on 02.03.2018 ; 3,104 shares on 09.03.2018 ; 429 shares on 23.03.2018

Reason: Market Sale

2. * ALPANA S DANGI

   Increase: Acquired 7,58,145 shares on 22.09.2017 ; 5,400 shares on 22.12.2017

   Reason: Market Purchase

   Decrease: Sold 1,00,000 shares on 29.09.2017 ; 70,398 shares on 17.11.2017

   Reason: Market Sale

3. ** KUBER INDIA FUND*

   Increase: Acquired 600,000 shares on 29.12.2017 ; 12,803 shares on 26.01.2018

   Reason: Market Purchase.

   Decrease: Sold 1,50,000 shares on 16.02.2018

   Reason: Market Sale

4. **INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS*

   Increase: Transferred 3,30,338 shares on 08.12.2017 ; 610 shares on 15.12.2017

   Reason: Transfer to Demat Account of IEPF

5. ** INDIANIVESH LIMITED*

   Increase: Acquired 87,321 shares on 17.11.2017, 1,76,000 shares on 24.11.2017, 1,78,179 shares as on 01.12.2017

   Reason: Market Purchase.

   Decrease: Sold 51,000 shares on 22.12.2017, 5,017 shares on 29.12.2017, 1,00,000 shares on 05.01.2018, 500 shares on 23.02.2018

   Reason: Market Sale.

6. ** NARESH LAKSHMANSINGH KOTHARI*

   Increase: Acquired 4,00,000 shares on 14.06.2017

   Reason: Market Purchase.

   Decrease: Transferred 1,50,000 shares on 27.09.2017

   Reason: Kept as Margin with Edelweiss Custodial Services Limited

7. **EDELWEISS CUSTODIAL SERVICES LTD*

   Increase: Acquired 300 shares on 07.04.2017; 182 shares on 21.04.2017; 2,009 shares on 28.04.2017; 988 shares on 19.05.2017; 6,156 shares on 26.05.2017; 181 shares on 09.06.2017 ; 179 shares on 16.06.2017; 11,217 shares on 23.06.2017

; 407 shares on 30.06.2017 ; 1,102 shares on 07.07.2017; 2,867 shares on 14.07.2017; 5,469 shares on 21.07.2017; 6,026 shares on 28.07.2017; 721 shares on 08.09.2017; 380 shares on 15.09.2017; 3,871 shares on 22.09.2017; 1,61,929 shares on 29.09.2017; 4,793 shares on 06.10.2017; 858 shares on 20.10.2017; 1,145 shares on 27.10.2017; 45 shares on 10.11.2017; 2,276 shares on 17.11.2017; 8,976 shares on 24.11.2017; 18,513 shares on 01.12.2017 ; 1,730 shares on 08.12.2017 ; 130 shares on 15.12.2017; 37,762 shares on 22.12.2017; 21,855 shares on 05.01.2018 ; 2,285 shares on 19.01.2018 ; 153 shares on 02.02.2018 ; 701 shares on 02.03.2018; 21 shares on 23.03.2018 ; 130 shares on 31.03.2018

Reason: Market Purchase.

Decrease: Sold 18 shares on 14.04.2017 ; 2,443 shares on 05.05.2017; 466 shares on 12.05.2017; 4,256 shares on 02.06.2017; 952 shares on 04.08.2017; 40 shares on 11.08.2017; 192 shares on 18.08.2017 ; 7,569 shares on 25.08.2017; 1,337 shares on 01.09.2017; 2,116 shares on 13.10.2017; 3,123 shares on 03.11.2017 ; 18,045 shares on 29.12.2017; 2,500 shares on 30.12.2017; 190 shares on 12.01.2018 ; 1,965 shares on 26.01.2018; 5,156 shares on 09.02.2018 ; 5,338 shares on 16.02.2018; 20,746 shares on 23.02.2018; 65 shares on 09.03.2018 ; 16,038 shares on 16.03.2018

Reason: Market Sale

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Name of the Shareholder	Shareholding at the beginning of the year as on 01.04.2017		Change in the shareholding during the year		Shareholding at the end of the year as on 31.03.2018	
		No of shares	% of the total Shares of the Company	No of shares	% of the total Shares of the Company	No of shares	% of the total Shares of the Company
1.	*Mr. Ashok H. Thakkar, Chairman	14,61,354	6.89	14,50,000	(6.84)	11,354	0.05
2.	Mr. Bimal R. Thakkar , Managing Director & CEO	22,76,074	10.74	-	-	22,76,074	10.74
3.	Mr. Bhavesh R. Thakkar , Executive Director & CFO	11,76,450	5.55	-	-	11,76,450	5.55
4.	Mr. Nipun C. Shah, Independent Director	54,450	0.26	-	-	54,450	0.26
5.	Mr. Yasir J Varawala, Independent Director	Nil	Nil	Nil	Nil	Nil	Nil
6.	Mr. Viren A. Merchant , Independent Director	50,000	0.24	Nil	Nil	50,000	0.24
7.	Mr. Jay M. Mehta, Independent Director	50,000	0.24	Nil	Nil	50,000	0.24
8.	Mr. Ravinder Kumar Jain, Independent Director	50,000	0.24	Nil	Nil	50,000	0.24
9.	Ms. Anjali Seth, Independent Director	Nil	Nil	Nil	Nil	Nil	Nil
10.	#Mr. Naresh Kothari, Independent Director	-	-	2,50,000	1.18	2,50,000	1.18
11.	Ms. Shalaka Ovalekar , Company Secretary	Nil	Nil	Nil	Nil	Nil	Nil

Note :

**Mr. Ashok H. Thakkar sold 10,00,000 equity shares on 14th June, 2017 and 4,50,000 equity shares on 12th September, 2017. Both these transactions were carried out through Market sale.*

#Mr. Naresh Kothari was appointed as an Additional Director on 12th May, 2017. He had purchase 4,00,000 equity shares on 14th June, 2017 out of which *1,50,000 equity shares were held as margin with Edelweiss Custodial Services Limited* vide pledge created on 27th September, 2017.

V. Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rupees in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	479.02	-	-	479.02
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due				
Total (i+ii+iii)	479.02	-	-	479.02
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	339.02	-	-	339.02
Net Change	339.02	-	-	339.02
Indebtedness at the end of the financial year				
i) Principal Amount	140.00	-	-	140.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	140.00	-	-	140.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. *Remuneration to Managing Director, Whole Time Directors and/or Manager:*

(Amount in Rupees)

Sr. No.	Particulars	Names of Directors			
		Mr. Ashok H. Thakkar, Chairman	Mr. Bimal R. Thakkar, Managing Director & CEO	Mr. Bhavesh R. Thakkar, Executive Director & CFO	Total Amount
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	52,92,000	52,92,000	52,92,000	1,58,76,000
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	8,31,237	8,31,051	7,12,336	23,74,624
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-	-
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	Total (A)	61,23,237	61,23,051	60,04,336	1,82,50,624
	Ceiling as per the Act				3,10,20,000

B. *Remuneration to other directors:*

(Amount in Rupees)

Sr. no.	Particulars of Remuneration								Total Amount
		Mr.Nipun C. Shah	Mr.Yasir J. Varawala	Mr. Viren Merchant	Mr. Jay Mehta	Mr. Ravinder Kumar Jain	Ms. Anjali Seth	Mr. Naresh Kothari	
1	Independent Directors								
	• Fee for attending board / committee meetings	3,15,000	4,20,000	2,70,000	1,20,000	3,60,000	1,80,000	1,80,000	18,45,000
	• Commission	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total (1)	3,15,000	4,20,000	2,70,000	1,20,000	3,60,000	1,80,000	1,80,000	18,45,000

Sr. no.	Particulars of Remuneration								Total Amount
		Mr.Nipun C. Shah	Mr.Yasir J. Varawala	Mr. Viren Merchant	Mr. Jay Mehta	Mr. Ravinder Kumar Jain	Ms. Anjali Seth	Mr. Naresh Kothari	
2.	Other Non-Executive Directors								
	• Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	• Commission	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	3,15,000	4,20,000	2,70,000	1,20,000	3,60,000	180,000	1,80,000	18,45,000
	Total Managerial Remuneration	Not Applicable as the same comprises of sitting fees paid to the independent directors for attending board and committee meetings.							
	Overall Ceiling as per the Act	3,10,20,000							

C. Remuneration to Key Managerial Personnel Other Than MD/Manager /WTD.

(Amount in Rupees)

Sr. no	Particulars of Remuneration	Details of KMP	
		Company Secretary	Total
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	23,70,956	23,70,956
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - others, specify	NIL	NIL
5.	Others, please specify	NIL	NIL
	Total	23,70,956	23,70,956

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

ANNEXURE VI

FORM AOC-2

(Pursuant to *clause (h) of sub-section (3) of section 134 of the Act and* Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis : The Company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2017-18.

2. Details of contracts or arrangement or transactions at arm's length basis:

Name of Related Party	Nature of Relationship	Nature of Contracts / salient features	Duration of Contract	Board's approval date	Member's approval date	Monetary value during the FY 2017-18 (Rs.)
ADF Foods (India) Ltd	Wholly owned subsidiary	Sale, purchase or supply of any goods or materials and/or availing or rendering of any services and/ or leasing of property Maximum Limit Rs. 50 crore per annum.	Duration of Contract is from 01st April, 2017 to 31st March, 2020.	27th July, 2016	28th September, 2016	1,21,57,949
ADF Foods USA Ltd	Step down Subsidiary	Sale, purchase or supply of any goods or materials and/or availing or rendering of any services. Maximum Limit Rs. 50 crore per annum	Duration of Contract is from 01st April, 2017 to 31st March, 2020.	27th July, 2016	28th September, 2016	33,64,434
Mishal A. Thakkar	Person in place of profit	Employment contract. Basic : Rs.90,000/- p.m.; HRA : 40% of basic; LTA: for himself and his family subject to a ceiling of ½ months basic salary in a year Reimbursement of medical expenses; incurred by him and family subject to a ceiling of ½ months basic salary in a year; Ex gratia at the time of Diwali subject to one month's basic salary; Other benefits such as PF and Gratuity; Provision of a car for use on Company's business.	Duration of Contract is from 01st October, 2017 to 30th September, 2018.	20th July 2017	23rd August, 2017	18,55,326

Name of Related Party	Nature of Relationship	Nature of Contracts / salient features	Duration of Contract	Board's approval date	Member's approval date	Monetary value during the FY 2017-18 (Rs.)
Mahalaxmi R. Thakkar	Relative of Directors	Lease of bunglow at Nadiad Rent – Rs.50,000 /-per annum and Interest Free Refundable Security Deposit of Rs.10,50,000/-	Duration of Contract is for 99 years w.e.f. from 01st April, 2007.	12th August, 2015	30th September, 2015	Rs.50,000/-

For and on Behalf of the Board of Directors

Bimal R. Thakkar
Chairman, Managing Director & CEO
DIN:00087404

Mumbai, 25th July, 2018

Regd. Office:
83/86 GIDC Industrial Estate, Nadiad 387001, Gujarat
Tel.: 0268-2551381/2 Fax. : 0268-2565068;
E-mail: info@adf-foods.com; website: www.adf-foods.com
CIN: L15400GJ1990PLC014265

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ANNEXURE TO DIRECTORS' REPORT

ANNEXURE VII

Information on Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo as prescribed under Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended 31st March 2018.

A. Conservation of Energy

The Company has been continuously attempting to create a conscious awareness against excessive consumption and wastage at all levels. The Company is taking all possible steps to conserve energy. Maximum efforts for this purpose will continue.

FORM A

Form for disclosure of particulars with respect to Conservation of Energy

(A) Power and Fuel Consumption :-

		2017-18	2016-17
1	**Electricity**		
a.	Purchased Units (KWH)	**3,546,802**	**3,500,756**
	Total Amount (Rs.)	**27,651,734**	**27,190,091**
	Average Rate/Unit (Rs.)	**7.80**	**7.77**
b.	Own Generation		
i.	Through Diesel Generator	**N.A.**	**N.A.**
	Units (KWH)		
	Units/Lt.of Diesel		
	Cost/Unit (Rs.)		
ii.	Through Steam Turbine/Generator	**N.A.**	**N.A.**
2	**Agro waste & Fire Wood:**		
	Quantity (kgs)	**1,459,390**	**1,416,860**
	Total Amount (Rs.)	**6,542,532**	**6,166,354**
	Average Rate/KL (Rs.)	**4.48**	**4.35**
3	**Fuel Furnace Oil + Light Diesel**		
	Quantity (K.L.)	**358,962**	**314,461**
	Total Amount (Rs.)	**10,191,937**	**8,193,931**
	Average Rate/KL (Rs.)	**28.39**	**26.06**
4	**Others/internal Generation**	**N.A.**	**N.A.**

(B) Consumption per unit of production:

Products (with details) **Unit , Electricity, Furnace oil, Agro waste, Coal (specify quantity)**

Since the Company manufactures several items viz. Pickles, chutneys, Frozen Foods, Retort Ready to Eat, Pastes and other food stuffs, having regard to other books maintained by the Company, it is impracticable to apportion the utilities.

B. Technology Absorption, Reaserch and development (R&D)

1. Specific areas in which R&D carried out by the Company

   - Development of new recipes.

   - Development of new products.

   - Improvement in quality.

   - Better packaging.

   - Standardisation in packaging.

2. Benefits derived as a result of the above R&D.

   Benefits comprise of improved customer satisfaction, introduction of new brands, introduction of new products, meeting world class quality norms, enhancement of exports, reduced costs on packing.

3. The Company will continue its efforts to develop new products, new recipes, reduce costs, improve technology and produce quality products.

4. Expenditure on R&D

	2017-18 Rs.	2016-17 Rs.
(a) Capital	191,973	11,000
(b) Recurring	636,483	1,764,848
(c) Total	**828,456**	**1,775,848**
(d) Total R&D expenditure as a percentage of total turnover	**0.05%**	**0.11%**

Technology Absorption, Adaptation and Innovation

1. Efforts, in brief, made towards technology absorption, Adaptation and innovation. The Company upgraded its technology at Nadiad to world class standard. At Nasik, the Company has improved state of the art machinery for manufacture of spices and masalas.

2. Benefits derived as a result of the above efforts.

   Satisfaction of customer needs, improvement in product quality, new product development.

C. Foreign Exchange Earnings and outgo:

1. The Company has maintained its focus on development of exports both in the ethnic and mainstream markets. The Company's products under the brand name" ASHOKA" & "AEROPLANE" are very popular in the U.S.A., U.K., Canada and Australia. While "CAMEL" is popular in the Middle East. The Company will continue to make exports a thrust area.

2. Total Foreign Exchange used and earned:

	2017-18 Rs. (in lacs)	2016-17 Rs. (in lacs)
Total Foreign Exchange Earned	**15,466.29**	**14,838.72**
Total Foreign Exchange Used	**693.29**	**1,032.87**

For and on behalf of the Board of Directors

Bimal R. Thakkar
Chairman and Managing Director
DIN: 00087404

Mumbai
Date : 25th July, 2018

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. OVERVIEW OF THE FOOD PROCESSING SECTOR

A. INDIAN SCENARIO:

The food processing industry in India has been slated for accelerated growth. It is projected to be a futuristic industry and it is anticipated that, over the years, it will emerge as a leading player in the global markets. Availability of raw materials, changing lifestyles and relaxation in Government policies have given a considerable push to the industry's growth. This sector is among the few that serves as a vital link between the agriculture and industrial segments of the economy. The Indian food processing industry accounts for 32 per cent of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth.

According to the data provided by the Department of Industrial Policies and Promotion (DIPP), the food processing sector in India has received around US$ 7.54 billion worth of Foreign Direct Investment (FDI) during the period April 2000-March 2017. The Confederation of Indian Industry (CII) estimates that the food processing sectors have the potential to attract as much as US$ 33 billion of investment over the next 10 years and also to generate employment of nine million person-days.

(Sources: Ministry of Food Processing Industries (MOFPI), Agricultural and Processed Food Products Export Development Authority (APEDA), Media reports and Press Releases, Department of Industrial Policy and Promotion (DIPP))

B. GLOBAL SCENARIO:

The following are the major growth drivers of the global processed food industry :

- Global shift in demand

  The emerging markets (India, Indonesia, China, Malaysia) will increasingly drive global growth. The share of both exports and imports for food and drink products in these markets is growing rapidly. Manufacturing & processing will increasingly shift to these markets, to be close to a growing customer base.

- Consumption & Urbanisation

  By 2050, two thirds of the world population will be living in cities, increasing demand for processed foods and meat protein — In Asia protein consumption is anticipated to grow by 128%.

- Prosperity

  65% of the world's middle class will be living in the Asia Pacific region by 2030. The increasing disposable income in emerging economies will drive demand for manufactured food products.

  (Sources: Research reports available on Internet)

2. OPPORTUNITIES, THREATS AND GENERAL BUSINESS OUTLOOK:

The range of Company's products includes Meal Accompaniments (Pickles, Pastes, Chutneys), Ready-to-eat Curries, Canned Vegetables in Brine, Spices in whole and ground form, blended masala , IQF Indian Vegetables, Frozen snacks, Frozen Parathas, Frozen Continental and Mexican Foods, sauces etc. The Company has well established brands and strong distribution networks in Europe, USA, Middle East Countries, Australia, Canada and Asia. Simultaneously the Company has been establishing its footprints in the domestic market under its brand ADF Soul.

BUSINESS DEVELOPMENT:

Domestic Business:

The Company's core brand ADF Soul is showcased at major supermarkets across the metro cities. The products are now available on ecommerce sites like FlipKart, Grofers and will be soon available on Amazon. The Company has a new sales and marketing team on board for its domestic business who are focused to build strong distribution network and brand recognition. The growth of the domestic business has been slow but the Company is confident of increasing its presence in the market with its innovative and healthy range of products.

US Business:

The Company has launched new products under PJ's Organics and Nate's brand. The Company's US operating subsidiary i.e. ADF Foods (USA) Ltd. has engaged a co-manufacturer in California in addition to the existing co-manufacturer in order to enhance the production capacity. We are looking forward to the launch of new and exciting products in the US market during the current fiscal year.

International Business:

The appointment of new country managers for Europe, Canada, GCC, Levant Countries, Asia Pacific & Africa has strengthened the Sales team and the same will expand our reach to these markets. The Company has introduced new products like baked Vada Pav, Makhana Pops, etc. under its Frozen and Ambient range under ASHOKA brand. The Company has also launched new rice products in 3 delicious variants under its Truly Indian Organic Ready to Eat range. The Company's ADF Soul Brand has won the prestigious 'Great Taste Award' in the Ready to Eat category for Punjabi Choley in the UK. The Company has also introduced new products its under Aeroplane and Camel brands.

SWOT analysis:

Strengths	• Wide Product Portfolio that offers healthy and tasty products at affordable prices • Experienced Management • Dedicated team force • Strong overseas distribution network that allows wide reach and coverage in target markets.
Weaknesses/ Hindrances	• Complex supply chain • Non availability of skilled manpower
Opportunities	• Untapped market with strong growth potential • Convenience needs of dual income families • Increased foreign investments due to allowance of 100% FDI
Threats	• Lack of adequate infrastructure • Increase in the prices of raw material and packing material due to seasonality • Exchange rate fluctuations

3. THE PRODUCT-WISE PERFORMANCE :

The major product categories of the Company are meal accompaniments (pickles, chutneys, pastes), Frozen Foods, Ready to eat curries & Spices & condiments. The product-wise performance of the Company in terms of quantity as well as value was steady. The total revenue from operations for the Financial year 2017-18 stood at Rs. 17,169.05 Lakhs against Rs. 16,567.12 Lakhs in the previous financial year.

4. RISKS AND CONCERNS:

The Company continuously works towards de-risking its business by adopting preventive measures. Your Company has well established Business Risk Management System which enables detection and monitoring of the business risks on a continuous basis. However, there are certain potential risks being more industry oriented and the management strongly feels the same could be mitigated by having systematic decisions and measures. These industry oriented risks are as listed below:

- Procurement risk :

  Adequate availability of key raw materials at the right prices is crucial for the Company. The major raw material being agro based, availability of same depends on the vagaries of nature. Therefore, any disruption in the supply due to a natural or other calamity or violent changes in the cost structure could adversely affect the Company's ability to reach its consumers with the right value proposition. However, the Company is adopting best possible measures to ensure constant supply at right prices.

- Intense competition from unorganized sector:

  One of the characteristics of this industry is the presence of unorganized sector offering products in loose unbranded form which intensifies competition. However, the branded goods are getting more popular and accepted with the consumers. Your company has invested significantly in building strong brands which helps differentiate its products.

- Exchange Rate Fluctuation:

  The Company being engaged in exports, derives approximately 98% of its revenue from export sales. An appreciation of the Indian Rupee can adversely impact the Company's exports. The Company manages this financial risk through booking of forward contracts in the range of approximately 50% of our projected sales.

5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Identification and monitoring the internal control systems play a crucial role in an organization. The Company has a well established system of internal controls including Internal Financial Controls and its adequacy is constantly supervised by the Management. The internal control systems implemented by the Company strike at achieving efficiency in operations, optimum utilization of resources and effective monitoring thereof and compliance with all applicable laws and regulations.

Key controls have been tested during the year and corrective and preventive actions are taken for any weakness.

Regular internal audits are conducted by outsourced audit teams. Risk based internal audit plan is approved by the Audit Committee which also reviews adequacy and effectiveness of the Company's internal financial controls.

6. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Tight budgetary control, overall key operational performance indicators and review of working capital is being exercised for continuous improvement of performance and profitability. Funds have been judiciously deployed to support high quantum of operations without resorting to additional borrowings, wherever possible.

A detailed note on the financial performance of the Company is given in the Director's Report.

7. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.

The Company believes in the overall development and continuous growth of its employees. The Company continues to provide its employees the ideal workplace where they can give optimum results. This has resulted into team spirit and team work. The Company continues to equip its employees with the skill which would enable them to meet the growing organizational challenges.

The relationships with employees have been cordial and operations at the factory uninterrupted. Measures for safety of employees, welfare and development continue to receive top priorities. The Company has 269 employees as on 31st March, 2018.

8. CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, competitive actions, changes in Government regulations, tax regimes, economic developments in India and in countries in which the Company conducts business and other incidental factors.

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REPORT ON CORPORATE GOVERNANCE

I COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance enshrines the goal of achieving the highest levels of transparency, disclosure, monitoring and fairness in all spheres of its operations and in all its dealings with the shareholders, employees, the Government and other parties. Your Company is committed to adoption and adherence to the best Corporate Governance practices at all times.

The Corporate Governance guidelines are in compliance with the requirements of Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges.

The Company presents a summary of the practices it followed during the year 2017-18 in deference to its commitment to fairness, transparency and accountability.

II. BOARD OF DIRECTORS

A. Composition:

The Board of Directors of your Company represents an optimum mix of professionalism, knowledge and experience. As on 31st March, 2018, the total strength of the Board of Directors of the Company was 10 (Ten) Directors comprising of three Executive Directors and seven Non-Executive Independent Directors. The Independent Directors are eminent professionals/ entrepreneurs with wide range of knowledge and experience in business, industry, finance and law. Their presence on the Board has been advantageous and fruitful in taking business decisions.

The composition of the Board, their attendance at the meeting, their Directorship(s) and Chairmanship(s)/Membership(s) of Committees in other Companies as on 31st March, 2018 are given below:

Name of the Director	Designation Executive/Non Executive Independent/ Promoter	Board Meetings held and attended by the Directors		Attendance at the last Annual General Meeting	*[1] Directorships in other Companies	*[2] Chairmanship/ Memberships of Committees of other Companies
		Held	Attended			
Mr. Ashok H. Thakkar	Chairman, Executive Director/ Promoter	6	3	YES	1	Nil
Mr. Nipun C. Shah	Director, Non Executive/ Independent	6	3	NO	1	Nil
Mr. Yasir J. Varawala	Director, Non Executive/ Independent	6	5	YES	1	Nil
Mr. Jay M. Mehta	Director, Non Executive/ Independent	6	2	NO	6	2 (Member in both the committees)
Mr. Viren A. Merchant	Director, Non Executive/ Independent	6	4	YES	Nil	Nil
Mr. Bimal R Thakkar	Managing Director, Promoter	6	6	YES	3	2 (Chairman in 1 committee and member in 1 committee)
Mr. Bhavesh R.Thakkar	Executive Director, Promoter	6	6	YES	1	Nil
Mr. Ravinder Kumar Jain	Director, Non Executive/ Independent	6	6	YES	2	1 (Chairman)
Ms. Anjali Seth	Director, Non Executive/ Independent	6	4	YES	7	7 (Member in all)
#Mr. Naresh Kothari	Director, Non Executive/ Independent	4	4	YES	3	1 (Member)

#Mr. Naresh Kothari was appointed as an Additional Director on 12th May, 2017.

The Board, on request of the Director(s) has granted Leave of Absence to the Director(s) being unable to attend the respective Board Meeting(s) and Committee Meeting(s).

*[1] Number of Directorships held by the Directors, as mentioned above do not include alternate Directorship and Directorship held in foreign companies, Section 8 Companies and Private Limited Companies incorporated in India.

*[2] Committee Chairmanship/Membership of only Audit Committee and Shareholders' Grievance/ Stakeholders' Relationship Committee of public companies is reckoned.

None of the above Directors is a member in more than 10 Committees or acts as Chairman of more than 5 Committees across all Companies in which he is a Director.

The details of Directorship and Committee Membership of Directors in various companies is given at Annexure I to this Report.

Independent Directors are not serving as Independent director in more than seven listed companies.

None of Whole Time Directors of the Company serve as Independent Director in more than three listed companies.

The Company has received declarations of independence as prescribed under Section 149(6) and (7) of the Companies Act, 2013, as amended from the Independent Directors. All requisite declarations have been placed before the Board.

Disclosure of the number of equity shares of the Company held by Non Executive Directors as on 31st March 2018:

Sr. No.	Name of the Non Executive Director	No. of Shares held in the Company (as first holder)
1	Mr. Nipun C Shah*	54,450
2	Mr. Jay M. Mehta	50,000
3	Mr. Viren A. Merchant *	50,000
4	Mr. Ravinder Kumar Jain	50,000
5	Mr. Naresh Kothari#	2,50,000
6	Ms. Anjali Seth	Nil
7	Mr. Yasir Varawala	Nil

** In addition to the above, Mr. Viren Merchant holds 18,500 shares and Mr. Nipun C Shah holds 13,903 shares as joint holders.*

#Apart from 2,50,000 equity shares held by Mr.Naresh L Kothari, additional 1,50,000 equity shares are held by him which are currently kept as margin with Edelweiss Custodial Services Limited.

As on the date of this report, the total strength of the Board of Directors of the Company is 6 directors comprising of 1 (one) Executive Director and 5 (five) Independent Directors. The same is consequent to the resignations of two Independent Directors viz. Mr. Nipun C. Shah and Mr. Yasir J. Varawala w.e.f. 18th May, 2018 and the resignations of two Whole Time Directors viz. Mr. Ashok H. Thakkar, Chairman and Mr. Bhavesh R. Thakkar, Executive Director w.e.f. the closure of working hours on 29th May, 2018. Mr. Bimal R. Thakkar has been appointed as the Executive Chairman w.e.f 05th June, 2018 and accordingly re-designated as the Chairman, Managing Director & CEO of the Company.

B. Induction and training of Independent Directors:

At the time of appointing an Independent Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as an Independent Director of the Company. The Directors appointed by the Board are given induction and orientation with respect to the Company's vision, strategic direction, core values, including ethics, corporate governance practices, financial matters and business operations by having one to one meeting with the Managing Director.

Periodical presentations are made by the Senior Management, Statutory and Internal Auditors at the Board/Committee meetings on business and performance updates of the Company, business risks and controls, updates on relevant statutory changes encompassing important laws etc.

The details of the Familiarization programme imparted to the Independent Directors can be accessed by following the weblink:

http://www.adf-foods.com/wp-content/uploads/2018/02/Revised-Familiaristion-Programme.pdf.

C. Performance evaluation of the Board of Directors :

Pursuant to the provisions of the Companies Act, 2013, and the provisions of Regulation 25(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance and the Directors individually including that of Independent Directors, evaluation of the Chairman and the evaluation of Committees of the Board. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various parameters of the Board's functioning such as adequacy of the composition of the Board and its Committees, the process of selection of new Board members, Board culture, understanding of the role and responsibilities, effectiveness of contributions made during the Board meetings etc.

D. Details of sitting fees, remuneration, etc. paid to directors for the year ended 31st March 2018:

Non-Executive Directors are eligible for only sitting fees not exceeding the limits prescribed under the Companies Act, 2013. The Independent Directors were paid sitting fees @ Rs. 30,000/- for attending every meeting of the Board and Audit Committee and Rs. 15,000/- for attending meetings of other Board Committees viz. Nomination & Remuneration Committee, CSR Committee and Shareholder's Grievance/Stakeholder's Relationship Committee.

Name of Non Executive Director	Sitting fees paid for attending meetings of the Board and Committees (In Rs.)
Mr. Nipun C. Shah	3,15,000
Mr. Yasir J. Varawala	4,20,000
Mr. Jay M. Mehta	1,20,000
Mr. Viren A. Merchant	2,70,000
Mr. Ravinder K. Jain	3,60,000
Ms. Anjali Seth	1,80,000
Mr. Naresh L. Kothari	1,80,000

The details of remuneration paid to the Managing Director/ Whole Time Directors during the financial year ended 31st March 2018 are as under:

Sr. No.	Director	Inter-se relationship between Directors	Period of employment contract, Notice period.	Stock options	Salary (Rs.)	Provident Fund	Other Perquisite (Rs.)	Total (Rs.)
1	Mr. Ashok H. Thakkar, Chairman	• Bimal R. Thakkar – Brother's son • Bhavesh R. Thakkar- Brother's son	1st October, 2017 till 30th September, 2018 Notice Period: 3 months	Nil	52,92,000	6,04,800	2,26,437	61,23,237
2	Mr. Bimal R. Thakkar Managing Director & CEO	• Ashok H. Thakkar- Father's brother • Bhavesh R. Thakkar- brother	1st October, 2017 till 30th September, 2018 Notice Period: 3 months	Nil	52,92,000	6,04,800	2,26,251	61,23,051
3	Mr. Bhavesh R. Thakkar, Executive Director & CFO	• Ashok H. Thakkar- Father's brother • Bimal R. Thakkar- brother	1st October, 2017 till 30th September, 2018 Notice Period: 3 months	Nil	52,92,000	6,04,800	1,07,536	60,04,336

NOTES:

(i) All appointments of Directors are non-contractual except those of Mr. Ashok H. Thakkar, Chairman, Mr. Bimal R. Thakkar, Managing Director and Mr. Bhavesh R. Thakkar, Executive Director. Appointment of Mr. Ashok H. Thakkar, Mr. Bimal R. Thakkar and Mr. Bhavesh R. Thakkar is for one year with effect from 1st October 2017. The appointment of the above managerial personnel is conditional and subject to termination by three calendar months' notice in writing on either side but no severance fees of any other kind is payable.

(ii) Presently, the Company does not have any scheme for grant of Stock Options to its Directors, Managing Director or other employees.

(iii) None of the employees except Mr. Mishal A. Thakkar, Vice President is related to any of the Directors of the Company as on 31st March, 2018. Mr. Mishal A. Thakkar resigned from the Company from the closure of working hours on 29th May, 2018.

E. Number of Board meetings held

The meetings of the Board of Directors are scheduled well in advance. The Board Members are presented in advance with the detailed agenda in respect of all Board meetings. During the year under review, 6 meetings of the Board of Directors were held on the following dates:

13th April, 2017, 12th May, 2017, 20th July, 2017, 23rd August, 2017, 28th November, 2017 and 13th February, 2018.

The Companies Act, 2013 read with the relevant rules made thereunder, now facilitates the participation of a Director in Board/Committee Meetings through video conferencing or other audio visual mode. Accordingly, the option to participate in the Meeting through video conferencing was made available for the Directors except in respect of such Meetings/Items which are not permitted to be transacted through video conferencing.

F. Independent Directors' Meeting

The meeting of the Independent Directors of the Company was held on 14th March, 2018 to a) review the performance of the Board as a Whole and the Chairman of the Board; b) the performance of the non-independent directors and c) timeliness of flow of information between the Company management and the Board that would be necessary for the Board to effectively and reasonably perform its duties for the year under review.

G. The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances.

III COMMITTEES OF DIRECTORS

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Stakeholders' Relationship/Shareholder's Grievance Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Share Transfer Committee .

The terms of reference of these Committees are determined by the Board and their relevance is reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Committee Members individually and tabled at the Board Meetings.

- **AUDIT COMMITTEE**

A. Composition & Meetings :

The Audit Committee was constituted on 13th January, 2001 and over the years the Committee has been reconstituted to align it with the requirements of the provisions of applicable laws, rules and regulations. All members of the Committee are financially literate and having the requisite financial management expertise.

The composition of the Audit Committee is in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition of the Audit Committee as on 31st March, 2018 was as under:

Sr. No.	Name of the Director	Chairman/ Member
1	Mr. Nipun C. Shah	Chairman
2.	Mr. Yasir J. Varawala	Member
3.	Mr. Viren A. Merchant	Member
4.	Mr. Ravinder Kumar Jain	Member

Mr. Nipun C. Shah, Chairman of the Committee and Mr. Yasir J. Varawala, Member of the committee resigned from the Company w.e.f. 18th May, 2018.

The existing committee member Mr. Viren A. Merchant has been re-designated as the Chairman of the Committee and Mr. Bimal R. Thakkar has been inducted as Member of the Committee on 23rd May, 2018.

The existing composition of the Audit Committee is as under:

Sr. No.	Name of the Director	Chairman/ Member
1	Mr. Viren A. Merchant	Chairman
2.	Mr. Ravinder Kumar Jain	Member
3.	Mr. Bimal R. Thakkar	Member

The Company Secretary acts as the Secretary to the Committee. The Executive Directors, General Manager- Accounts, Internal Auditors and the Statutory Auditors are invited to the Audit Committee meetings

During the year under review, four Audit Committee meetings were held on 11th May, 2017, 21st August, 2017, 27th November, 2017 and 12th February, 2018.

The attendance of each Audit Committee member during the FY 2017-18 is given hereunder:

Sr. No.	Name of the Audit Committee Member	No. of meetings attended
1	Mr. Nipun C. Shah - Chairman	4
2	Mr. Yasir J. Varawala	4
3	Mr. Viren Merchant	1
4	Mr. Ravinder K. Jain	4

The Chairman of the Audit Committee could not make himself available at the last Annual General Meeting of the Company held on 23rd August, 2017 due to medical emergency of close relative. However he had authorized the other Committee member viz. Mr. Yasir J. Varawala to attend the Annual General Meeting on his behalf.

B. The terms of reference of the Audit Committee:

The said Committee is entrusted with the powers and scope as prescribed under Section 177 of the Companies Act, 2013 and Regulation18(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Under the Companies Act, 2013:-

1. the recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
2. review and monitor the auditor's independence and performance, and effectiveness of audit process;
3. examination of the financial statement and the auditors' report thereon;
4. approval or any subsequent modification of transactions of the Company with related parties;
5. scrutiny of inter-corporate loans and investments;
6. valuation of undertakings or assets of the Company, wherever it is necessary**;**
7. evaluation of internal financial controls and risk management systems;
8. monitoring the end use of funds raised through public offers and related matters;
9. oversee the vigil mechanism.

Under the Regulation 18(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:-

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
   a. matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
   b. changes, if any, in accounting policies and practices and reasons for the same;
   c. major accounting entries involving estimates based on the exercise of judgment by management;
   d. significant adjustments made in the financial statements arising out of audit findings;
   e. compliance with listing and other legal requirements relating to financial statements;
   f. disclosure of any related party transactions;
   g. modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower Mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

C. Review of Information by the Audit Committee.

The Audit Committee shall mandatorily review the following information:

1. Management Discussion and Analysis of financial conditions and results of operations;
2. Statement of Significant related party transactions (as defined by the Audit Committee), submitted by the management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal Audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
6. Statement of deviations:

(a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

(b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

7. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

- **STAKEHOLDER'S RELATIONSHIP/SHAREHOLDER'S GRIEVANCE COMMITTEE**

A. Composition & meetings

The Stakeholder's Relationship/ Shareholder's Grievance Committee was constituted on 2nd May, 2001 and over the years the Committee has been reconstituted to align it with the requirements of the provisions of applicable laws, rules and regulation. The same was renamed as Stakeholder's Relationship/Shareholder's Grievance Committee in the Board meeting held on 28th May, 2014.

The composition of the Stakeholder's Relationship/ Shareholder's Grievance Committee as on 31st March, 2018 was as under:

Sr. No.	Name of the Director	Chairman/ Member
1.	Mr. Yasir J. Varawala	Chairman
2.	Mr. Bimal R. Thakkar	Member
3.	Mr. Viren A. Merchant	Member

Mr. Yasir J. Varawala, Chairman of the Committee resigned from the Company w.e.f. 18th May, 2018.

The existing committee member Mr. Viren A. Merchant has been re-designated as the Chairman of the Committee and Mr. Naresh L. Kothari has been inducted as Member of the Committee on 23rd May, 2018.

The existing composition of the Stakeholder's Relationship/ Shareholders' Grievance Committee is as under:

Sr. No.	Name of the Director	Chairman/ Member
1.	Mr. Viren A. Merchant	Chairman
2.	Mr. Bimal R. Thakkar	Member
3.	Mr. Naresh L. Kothari	Member

Ms. Shalaka Ovalekar, Company Secretary acts as the Compliance Officer for the Committee.

During the year, four meetings of the said Committee were held on 11th May, 2017, 20th July, 2017, 27th November, 2017 and 12th February, 2018.

The attendance of each member is given hereunder:

Sr. No.	Name of the Committee Member	No. of meetings attended
1	Mr. Yasir J. Varawala – Chairman	4
2	Mr. Bimal R. Thakkar	4
3	Mr. Viren A. Merchant	2

B. The terms of reference of the Shareholders' Grievance Committee

The said Committee is entrusted with the powers and scope as prescribed under Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

(4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The Committee specifically looks into redressing of investors' complaints including non-receipt of annual reports, non-receipt of declared dividends and complaints related to transfer of shares.

The Registrar and Share Transfer agents provide quarterly confirmation to the Committee on compliance of the requirements in respect of dealing with the transfers, transmissions, complaints and other shareholder related matters. The Committee also monitors and reviews the performance and service standards of the Registrar and Share Transfer Agent and provides continuous guidance to improve the service levels for investors.

C. Shareholders' complaints

8 complaints were received from the shareholders during the financial year ended 31st March, 2018. The complaints were relating to non-receipt of annual report, share certificate(s) and dividend warrant(s). The Complaints received were resolved to the satisfaction of the Shareholders. No complaints remained pending as on March 31, 2018.

Apart from the said complaints, the Company also received certain requests / general intimations regarding copy of Annual Report, change of address, revalidation of dividend warrants, issuance of duplicate share certificates, transfer/ transmission of shares, dematerialization of shares etc. There are no requests pending to be replied / attended to as at the end of the year under consideration.

• NOMINATION & REMUNERATION COMMITTEE

A. Composition & meetings

The Remuneration Committee was constituted on 8th May 2002 to recommend to the Board the remuneration package for managerial persons and over the years the Committee has been reconstituted to align it with the requirements of the provisions of applicable laws, rules and regulations. The same has been renamed as Nomination & Remuneration Committee in the Board meeting held on 28th May, 2014.

The Nomination & Remuneration Committee comprises of three Non-Executive Independent Directors.

The composition of the Nomination and Remuneration Committee as on 31st March, 2018 was as under :

Sr. No.	Name of the Director	Chairman/ Member
1.	Mr. Yasir J. Varawala	Chairman
2.	Mr. Nipun C. Shah	Member
3.	Mr. Viren A. Merchant	Member

Mr. Yasir J. Varawala, Chairman of the Committee and Mr. Nipun C. Shah, Member of the Committee resigned from the Company w.e.f. 18th May, 2018.

The existing committee member Mr. Viren A. Merchant has been re-designated as the Chairman of the Committee and Mr. Ravinder Kumar Jain and Ms. Anjali K. Seth have been inducted as Members of the Committee on 23rd May, 2018.

The existing composition of the Nomination and Remuneration Committee is as under:

Sr. No.	Name of the Director	Chairman/ Member
1.	Mr. Viren A. Merchant	Chairman
2.	Mr. Ravinder Kumar Jain	Member
3.	Ms. Anjali K. Seth	Member

During the year, two meetings of the said Committee were held on 11th May, 2017 and 20th July, 2017.

Sr. No.	Name of the Remuneration Committee Member	No. of meetings attended
1	Mr. Yasir J Varawala – Chairman	2
2	Mr. Nipun C. Shah	2
3	Mr. Viren A. Merchant	1

B. The terms of reference of the Nomination & Remuneration Committee:

The said Committee is entrusted with the powers and scope as prescribed under Section 178 of the Companies Act, 2013 and Regulation 19 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination & Remuneration Policy is attached as Annexure II to the Board's Report forming part of the Annual Report and is also available on the website of the Company at www.adf-foods.com.

Under the Companies Act, 2013:-

1) The Committee shall identify persons with suitable qualifications to be appointed as Directors, Senior Management Personnel and recommend to the Board their appointment;

2) The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

3) The Committee shall, while formulating the policy ensure that—

   (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

   (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Under Regulation 19(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

2) formulation of criteria for evaluation of performance of independent directors and the board of directors;

3) devising a policy on diversity of board of directors;

4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;

5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

6) recommend to the board, all remuneration, in whatever form, payable to senior management.

C. Performance evaluation criteria for Independent Directors:

The performance evaluation of the Independent directors is carried by the entire Board of Directors (except the director being subject to evaluation) evaluating the criteria such as participation at Board/Committee Meetings, relationships with fellow board members, knowledge and skill, diligence etc.

- **SHARE TRANSFER COMMITTEE**

As on 31st March, 2018, the Share Transfer Committee comprised of Mr. Ashok H. Thakkar, Chairman, Mr. Bimal R. Thakkar, Member and Mr. Bhavesh R. Thakkar, Member. Two of the Committee members viz. Mr. Ashok H. Thakkar and Mr. Bhavesh R. Thakkar have resigned with effect from the closure of business hours on 29th May, 2018. Hence the Share Transfer Committee has been merged with Stakeholder's Relationship / Shareholder's Grievance Committee w.e.f. 29th May, 2018.

Ms. Shalaka Ovalekar has been delegated authority to approve/ratify registration of transfer of shares in physical mode and to transact other shares-related matters.

- **CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**

A. Constitution & Meetings

The CSR Committee was constituted on 28th May, 2014 and over the years the Committee has been reconstituted to align it with the requirements of the provisions of applicable laws, rules and regulations.

The CSR Committee comprises of two Non-Executive Independent Directors and the Managing Director.

The composition of the Corporate Social Responsibility Committee as on 31st March, 2018 was as under:

Sr. No.	Name of the Director	Chairman/ Member
1.	Mr. Viren A. Merchant	Chairman
2.	Mr. Nipun C. Shah	Member
3.	Mr. Bimal R. Thakkar	Member

Mr. Nipun C. Shah, Member of the Committee resigned from the Company w.e.f. 18th May, 2018.

Ms. Anjali K. Seth has been inducted as Member of the Committee on 23rd May, 2018.

The existing composition of the Nomination and Remuneration Committee is as under:

Sr. No.	Name of the Director	Chairman/ Member
1.	Mr. Viren A. Merchant	Chairman
2.	Mr. Bimal R. Thakkar	Member
3.	Ms. Anjali K. Seth	Member

During the year, one meeting of the said Committee was held on 8th May, 2017.

Sr. No.	Name of the CSR Committee Member	No. of meetings attended
1	Mr. Viren A. Merchant – Chairman	1
2	Mr. Nipun C. Shah	1
3	Mr. Bimal R. Thakkar	1

B. The terms of reference of the CSR Committee:

(1) To review and monitor the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;

(2) To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

(3) To recommend the amount of expenditure to be incurred on the CSR activities.

The CSR Policy is attached as Annexure IV to the Board's Report forming part of the Annual Report and is also available on the website of the Company at www.adf-foods.com.

IV. GENERAL BODY MEETINGS

A. Location, Time and Date when last three Annual General Meetings of the Company were held are given below:

Financial Year	Day & Date	Time	Location of the Meeting
2014-15	Wednesday, 30th September, 2015	1.00 p.m.	Ipcowala Banquet Hall, Near Amba Ashram Mandir, College Road, Nadiad 387001, Gujarat
2015-16	Wednesday, 28th September, 2016	1.00 p.m.	Ipcowala Banquet Hall, Near Amba Ashram Mandir, College Road, Nadiad 387001, Gujarat
2016-17	Wednesday, 23rd August, 2017	10.00 a.m.	Nadiad Nagar Palika Ipcowala Town Hall, Near City Point, Paras Circle, Santram Road, Nadiad- 387001, Gujarat

B. SPECIAL RESOLUTIONS WHETHER PASSED IN THE ANNUAL GENERAL MEETINGS

Special resolutions passed in the previous three Annual General Meetings:

Sr. No.	Annual General Meeting held on	Subject matter of the Special Resolution in brief
1	Wednesday, 30th September, 2015	• Approval/ratification of related party contract entered by the Company pursuant to Section 188(1)(c) of the Companies Act, 2013. • Appointment of Mr. Mishal A. Thakkar as person in place of profit u/s. 188(1)(f) of the Companies Act, 2013. • Adoption of new set of Articles of Association in place, entire exclusion of the existing Articles of Association. • Maintenance of the statutory registers at the Head Office of the Company at Mumbai instead of the Registered Office pursuant to Section 94 of the Companies Act, 2013.
2	Wednesday, 28th September, 2016	None
3	Wednesday, 23rd August, 2017	None

C. During the Financial Year 2017-18 no resolution was passed through the postal ballot.

D. The resolution to buyback equity shares of the Company was passed through Postal Ballot on 12th July, 2018. The results of the voting by Postal Ballot were announced on 13th July, 2018.

V. MEANS OF COMMUNICATION

The quarterly, half yearly and annual results are generally published in the "The Economic Times" (Ahmedabad edition in English and Gujarati) and "The Economic Times" (Mumbai edition in Gujarati).

The financial results and other information are displayed on the Company's website viz. www.adf-foods.com as well as on the website of the Stock Exchanges viz. www.bseindia.com and www.nseindia.com.

The Company's website also displays official news releases.

Website: The Company's website (www.adf-foods.com) contains a separate dedicated section viz; 'INVESTORS' where information for the shareholders is made available. The Company's Annual Report is also available in downloadable form on website.

The Company does not have the system of intimating shareholders individually of its quarterly/half-yearly financial results. However, investors/shareholders desirous of getting the quarterly/half yearly financial results are given copies thereof after consideration of results by the Board and publication in the newspapers.

Annual Report: The Annual Report containing inter-alia, Audited Financial Statements, Audited Consolidated Financial Statements, Directors' Report, Auditor's Report and other important information is circulated to the Members and others entitled thereto. The Management Discussion and Analysis report is given separately in the Annual Report.

NSE Electronic Application Processing System (NEAPS): The NEAPS is a web-based application designed by NSE for the Corporates. All periodical compliance filings like shareholding pattern, corporate governance report, Financial Results, statement of investor's complaints, among others on NSE are filed electronically on NEAPS.

BSE Listing Centre: The Listing Centre is a web-based application designed by BSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, Financial Results, statement of investor's complaints, among others on BSE are filed electronically on Listing Centre.

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Institutional investors: There was/ were no presentation/(s) made to institutional investors or to the analysts during the year under review.

VI. GENERAL SHAREHOLDERS' INFORMATION

A. ANNUAL GENERAL MEETING

Day, Date & Time : Saturday, 15th September, 2018 at 12.00 noon

Venue : Nadiad Nagar Palika Ipcowala Town Hall, Near City Point, Paras Circle, Santram Road, Nadiad- 387 001, Gujarat

B. FINANCIAL YEAR :

The Company follows the Financial from 1st April to 31st March.

C. FINANCIAL CALENDAR 2018-19

Schedule of Board Meetings (tentative)

First Quarter ending 30th June 2018 : on or before 14th August, 2018

Half Year ending 30th September 2018 : on or before 14th November, 2018

Third Quarter ending 31st December 2018 : on or before 14th February 2019

Year ending 31st March 2019 : on or before 30th May 2019

D. DATES OF BOOK CLOSURE

The Share Transfer Register will remain closed from Friday , 07th September, 2018 to Saturday,15th September, 2018 (both days inclusive].

E. DIVIDEND

No dividend has been declared for the Financial Year 2017-18.

F. LISTING ON STOCK EXCHANGES

The Equity Shares of the Company are presently listed at the BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 and The National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra –East, Mumbai- 400 051.

The Annual Listing fee for the securities listed on the aforesaid Stock Exchanges has been paid to the aforesaid Stock Exchanges for the Financial Year 2018-19.

G. STOCK CODE/SYMBOL

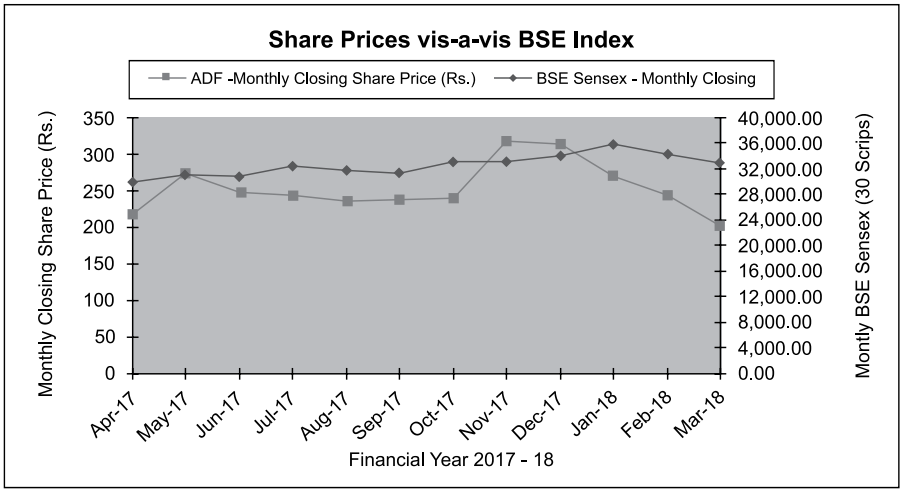
BSE Limited	:	519183
The National Stock Exchange of India	:	ADFFOODS
ISIN	:	INE982B01019
CIN	:	L15400GJ1990PLC014265

H. MARKET PRICE DATA

The monthly high, low and closing price quotations of the Company's shares traded on the BSE Limited during financial year 2017-2018 are as under:

Month	High (Rs.)	Low (Rs.)	Close (Rs.)	Volume of shares (Nos.)
April 2017	224.60	170.00	217.25	12,50,427
May 2017	314.25	218.00	273.25	30,13,826
June 2017	316.10	242.25	247.95	16,86,420
July 2017	274.00	222.40	244.55	10,19,499
August 2017	252.00	187.00	235.55	10,83,994
September 2017	271.00	218.70	236.95	45,48,949
October 2017	254.70	231.00	238.80	11,43,832
November 2017	338.50	225.00	317.60	24,82,751
December 2017	347.50	285.10	313.10	22,27,239
January 2018	322.70	258.65	270.45	10,18,162
February 2018	286.25	234.00	244.45	7,21,351
March 2018	246.70	191.00	201.05	11,70,786

I. PERFORMANCE IN COMPARISON TO BROAD BASED INDICES



J. REGISTRAR & SHARE TRANSFER AGENTS

The Company's Registrar and Share Transfer Agents are LINK INTIME INDIA PRIVATE LIMITED. Their address and contact numbers remain the same as reproduced below: C – 101, 1st Floor, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083 Tel.: 022-49186270 Fax.: 022-49186060 E-mail: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

K. SHARE TRANSFER SYSTEM

Shares held in the dematerialised form are electronically traded in the Depositories and the Registrar and Share Transfer Agents of the Company, viz. Link Intime (India) Pvt. Ltd., periodically receive the beneficial holdings data from the Depositories so as to enable them to update their records and to send all corporate communications. Physical shares received for dematerialization are processed and completed within a period of 15 days from the date of receipt provided they are in order in every respect. Bad deliveries are immediately returned to Depository Participants under advice to the shareholders within the aforesaid period.

The Share Transfer is normally effected within a maximum period of 15 days from the date of receipt, if all the required documentation is submitted. The Company Secretary & Compliance Officer has been given the authority by the Board of Directors to approve the share transfers and other share related matters. The Stakeholder's Relationship Committee notes the approval of the same at the next meeting.

L. DISTRIBUTION PATTERN OF SHAREHOLDING AS ON 31ST MARCH, 2018

Shareholding of Nominal Value Rs.	No. of shareholders	% of Total	Face Value (Rs.)	% of Total
1 to 5000	20,532	92.16	23,985,880	11.31
5001 to 10000	853	3.83	6,977,370	3.29
10001 to 20000	425	1.90	6,527,810	3.08
20001 to 30000	142	0.64	3,705,950	1.75
30001 to 40000	66	0.30	2,380,380	1.12
40001 to 50000	51	0.23	2,431,990	1.15
50001 to 100000	89	0.40	6,637,600	3.13
100001 & above	120	0.54	159,367,630	75.17
Total	**22,278**	**100.00**	**212,014,610**	**100.00**

M. DEMATERIALISATION OF EQUITY SHARES AND LIQUIDITY.

The shares of the Company are compulsorily traded in dematerialised form and are available for trading under both the Depository Systems, viz. NSDL (National Securities Depository Limited) and CDSL (Central Depository Services (India) Limited). Nearly 95.76% of total equity shares of the Company are held in dematerialised form with NSDL & CDSL.

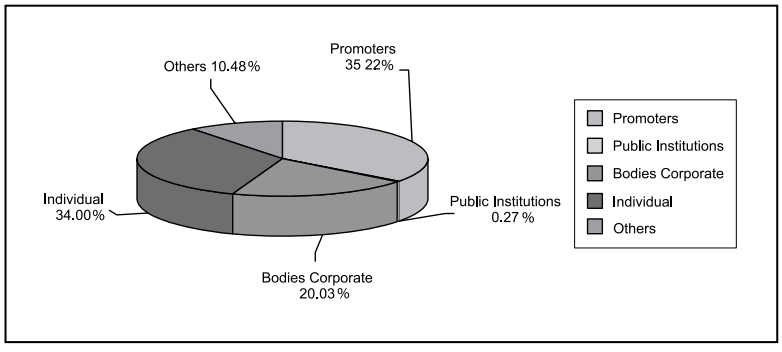
Reconciliation of Share Capital Audit Report

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Reconciliation of Share Capital Audit to reconcile the total admitted capital with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the Company's shares are listed. The audit confirms that the total paid up and listed capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

N. SHAREHOLDING PATTERN AS ON 31ST MARCH, 2018

Category	No. of Shares	% Holding
A. Holding of the Promoter Group		
(a) Individual / HUF	72,28,251	34.10
(b) Bodies Corporate	2,38,399	1.12
Total (A)	**74,66,650**	**35.22**
B. Non-Promoters Holding		
1. Institutional Investors		
(a) Mutual Funds / UTI	5,100	0.03
(b) Financial Institutions / Banks	57,729	0.27
(c) Foreign Portfolio Investors	6,17,310	2.91
Sub Total (B 1)	**6,80,139**	**3.21**
2. Others		
(a) Bodies Corporate	42,46,266	20.03
(b) Individual	72,09,828	34.00
(c) Clearing Member	2,95,992	1.40
(d) Non Resident Indian (Repat/ Non Repat)	1,90,507	0.90

Category	No. of Shares	% Holding
(e) Trust	500	0.00
(f) Independent Director	4,54,450	2.14
(g) HUF	2,42,778	1.15
(h) Relatives of Independent director	83,403	0.39
(i) Investor Education and Protection Fund	3,30,948	1.56
Sub Total (B2)	**1,30,54,672**	**61.57**
Total B1+B2 (B)	**1,37,34,811**	**64.78**
Grand Total (A)+(B)	**2,12,01,461**	**100.00**



O. OUTSTANDING GDRS/ ADRS/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS CONVERSION DATE AND LIKELY IMPACT ON EQUITY :

During the year, the Company has not issued any GDRs/ADRs/ Warrants or any convertible instruments.

P. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

As the company is engaged in the business of exporting the food products, it is exposed to exchange rate fluctuations on its export. In order to mitigate this risk, the Company takes appropriate measures such as entering to forward contracts and hedging of its receivables.

Q. PLANT LOCATIONS:

* 77/84, GIDC Industrial Estate, Nadiad 387 001 Gujarat
* 83/86, GIDC Industrial Estate, Nadiad 387 001 Gujarat
* 94, GIDC Industrial Estate, Nadiad 387 001 Gujarat
* C 1-40/2, GIDC Industrial Estate, Nadiad 387 001 Gujarat
* Plot no.5, MIDC Industrial Estate, Malegaon, Sinnar, Nashik 422 103, Maharashtra

R. ADDRESS FOR INVESTOR CORRESPONDENCE:

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address or any other query relating to shares, please write to M/s. Link Intime (India) Pvt. Limited, at the below mentioned address:

C – 101, 247 Park, LBS Marg, Vikhroli West,Mumbai – 400 083, India
Tel.: 022-49186270 Fax.: 022-49186060

For general correspondence, please write to:

ADF Foods Limited

Registered office: 83/86, G.I.D.C. Industrial Estate, Nadiad 387 001, Gujarat.
Corporate office: The Company Secretary
Sadhana House, Unit No. 2B, 2nd Floor, 570 P.B. Road,
Worli, Mumbai-400 018.
Email : co_ secretary@adf-foods.com
Tel.: 022 61415555 Fax: 022 61415577

The Company's corporate office will shift to the following address w.e.f. 15th September, 2018 :

Marathon Innova B2 - G01, Ground floor, G. K. Road,
Lower Parel, Mumbai-400 013.

Shareholders holding shares in the electronic form should address their correspondence (except those relating to dividend) to their respective Depository Participants.

S. OTHER DISCLOSURES:

(i) Disclosure regarding materially significant related party transactions:

(a) No transaction of material nature has been entered into by the Company with the related parties that may have potential conflict with the interest of the Company.

(b) Transactions with related parties viz. Directors and their relatives, Key Managerial Personnel and subsidiaries are covered by contracts which govern the terms and conditions clearly.

(c) The Register of Contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval. Transactions with related parties are disclosed in note no. 44 of the Financial Statements.

(d) Related Party Transaction Policy is stated under the web-link below: http://www.adf-foods.com/wp-content/uploads/2017/03/Related-Party-Transactions-Policy.pdf

(ii) Details of compliance with the mandatory requirements and adoption of non-mandatory requirements :

The Company has complied with the mandatory requirements and adopted the non mandatory requirements the details of which are given at Point no. (ix) below.

(iii) Subsidiary Companies:

The Company's Material Subsidiary Policy is stated under the weblink below:

http://www.adf-foods.com/wp-content/uploads/2017/06/Policy-for-Determining-the-Material-Subsidiary-21.12.2017.pdf the Company does not have any material unlisted Indian subsidiary as on March 31, 2018.

The Company has three subsidiaries viz ADF Foods UK Ltd, Power Brands (Foods) Pvt. Ltd. (under voluntary liquidation) and ADF Foods (India) Ltd. and two step down subsidiaries viz. ADF Holdings (USA) Ltd. and ADF Foods (USA) Ltd.

The Company monitors performance of its subsidiaries, inter-alia, by the following means:

- The Financial Statements of the subsidiary companies are reviewed by the Audit Committee of the Company.
- The Minutes of the Board Meetings of the subsidiary companies are placed before the Board Meeting of the Company.
- The details of any significant transactions and arrangements entered into by the unlisted subsidiary companies are placed before the Board Meeting of the Company.
- The significant transactions entered into between the Company and its unlisted subsidiary companies are given in Form AOC-2 at Annexure VI forming part of the Board's Report.

Power Brands (Foods) Private Limited:

M/s Power Brands (Foods) Pvt. Ltd, Wholly Owned Subsidiary of the Company, is undergoing Voluntary Liquidation vide Special Resolution passed by the Members on 5th November, 2012.

Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary companies may write to the Company Secretary.

In terms of proviso to sub section (3) of Section 129 of the Act, the salient features of the financial statement of the subsidiaries is set out in the prescribed form AOC-1, which forms part of the annual report.

(iv) Disclosure of Accounting Treatment:

The financial statements of the Company have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed u/s 133 of the Companies Act, 2013 which became applicable to the Company w.e.f. 1st April, 2017.

(v) Risk Management :

The Company has adopted Business Risk Management System (BRMS) for mitigating various risks associated and identified across all levels within the organization. BRMS would enable the management to review the business risks on periodical basis and to bring high risk areas to the immediate attention of the Board.

(vi) No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any other Statutory Authority on any matter related to capital market during last three years.

(vii) Disclosure of commodity price risks and commodity hedging activities: The details are mentioned in point number "P" in General Shareholder's Information.

(viii) Vigil Mechanism/Whistle Blower Policy:

The Company has adopted a 'Whistle Blower Policy' in its meeting held on 11th August, 2014 with an objective to conduct its affairs in a fair and transparent manner and by adopting the highest standards of professionalism, honesty, integrity and ethical behavior.

With the adoption of this policy, the Company has put in place a mechanism wherein the Employees are free to report to the management any actual or possible violation of the Principles or any other unlawful or unethical or improper practice or act, or activity of the Company. Under the Whistle Blower Policy, the confidentiality of those reporting violation(s) is protected and they are not subject to any discriminatory practices. No person has been denied access to the Management & Audit Committee. The mechanism is being reviewed by the Audit Committee of the Company in accordance with the Listing Regulations.

Whistle Blower Policy of the Company is displayed on the Company's website www.adf-foods.com/ under the weblink: http://www.adf-foods.com/wp-content/uploads/2017/03/ADF-Whistle-Blower-policy.pdf. The whistle blower policy is stated elsewhere in this report.

(ix) The Company has complied with all the mandatory requirements of Regulation 16 to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as under:

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition and role of Stakeholder Relationship Committee	20(1) (2), (3) and (4)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4), (5)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2) & (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Filling up of casual vacancy caused by removal/resignation of Independent Director	25(6)	NA
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Other Corporate Governance Requirements	27 (1) & (2)	Yes

With regards to the Corporate Governance, the Company is in compliance with the requirements under regulation 17 to 27 read with Schedule V and clause (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of discretionary requirements as per Part E of Schedule II of Regulation 27(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The status of compliance with Discretionary requirements as referred above is stated below:

A. The Board: The Company has an executive chairperson. Therefore the Discretionary requirements pertaining to non-executive chairperson are not applicable.

B. Shareholders' Rights: As the quarterly and half yearly financial results are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders.

C. Modified opinion(s) in Audit Report : Auditor's Report on the Company's financial statement for the year 2017-18 does not contain modified Audit opinion.

D. During the Financial year 2017-18, the Company had appointed separate persons to the post of Chairman and Managing Director/CEO. However, taking into consideration the resignation tendered by Mr. Ashok H. Thakkar, Chairman of the Company, Mr. Bimal R. Thakkar has be re-designated as "Chairman, Managing Director & CEO" of the Company.

E. Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

Details of compliances under Clauses (b) to (i) of Sub- Regulation (2) of Regulation 46 :

Particulars	Regulation Number	Compliance status with regard to the disclosure on the Company's website (Yes/No/NA)
Terms and conditions of appointment of independent directors	46(2)(b)	Yes
Composition of various committees of Board Of Directors	46(2)(c)	Yes
Code of Conduct of Board of Directors and Senior Management Personnel	46(2)(d)	Yes
Details of establishment of vigil mechanism/Whistle Blower Policy	46(2)(e)	Yes
Criteria for making payment to non executive directors, if the same has not been disclosed in the Annual Report	46(2)(f)	NA as the same has been disclosed in the Annual Report
Policy on dealing with Related Party Transactions	46(2)(g)	Yes
Policy for determining material subsidiaries	46(2)(h)	Yes
Details of Familiarisation programmes imparted to Independent Directors	46(2)(i)	Yes

T. NON COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT, WITH REASONS THEREOF – N.A.

U. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT : N.A.

V. CODE OF CONDUCT:

The Company has adopted the Code of Conduct and Ethics for Directors and Senior Management. As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Corporate Governance, all the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Code and a declaration signed by the Managing Director & CEO is given below:

"It is hereby declared that the Company has obtained from all members of the Board and Senior Management Personnel, an affirmation that they have complied with the Code of Conduct for the Board Members and Senior Management Personnel for the financial year ended 31st March, 2018."

Code of Conduct of the Company is displayed on the Company's website http://www.adf-foods.com under the weblink http://www.adf-foods.com/wp-content/uploads/2016/12/ADF-Code-of-Conduct.pdf.

Bimal R. Thakkar
Chairman, Managing Director & CEO
DIN: 00087404

W. CEO/CFO CERTIFICATION:

A certificate duly signed by the Managing Director & CEO, Executive Director & CFO and General Manager – Accounts that the Financial Statements reflect true and fair view of the affairs of the Company was placed before the Board. The certificate is attached at Annexure II to this Report.

For and on behalf of the Board of Directors

Bimal R. Thakkar
Chairman, Managing Director & CEO
DIN: 00087404

ANNEXURE I

REPORT ON CORPORATE GOVERNANCE

DETAILS OF OTHER DIRECTORSHIPS AND COMMITTEE MEMBERSHIPS OF ALL THE DIRECTORS AS ON 31ST MARCH, 2018:

[1] MR. ASHOK H. THAKKAR

Other Directorships

- ADF Foods (India) Limited
- Mishal International (India) Private Limited
- Power Brands (Foods) Private Limited [Under Voluntary Liquidation]
- ADF Foods UK Limited
- ADF Holdings (USA) Limited
- ADF Foods (USA) Limited

Committee Memberships

- ADF Foods Limited- Share Transfer Committee

[2] MR. BIMAL R. THAKKAR

Other Directorships

- Gujarat Sidhee Cement Limited
- Saurashtra Cement Limited
- ADF Foods (India) Limited
- Power Brands (Foods) Private Limited [Under Voluntary Liquidation]
- ADF Foods U.K. Limited
- ADF Holdings (USA) Limited
- ADF Foods (USA) Limited
- Villa Trading Company Pvt. Limited

Committee Memberships

- ADF Foods Limited
  – Share Transfer Committee
  - Shareholder's Grievance/Stakeholder's Relationship Committee
  - CSR Committee
- Gujarat Sidhee Cement Limited
  – Audit Committee
  - Share Allotment Committee
- Saurashtra Cement Limited
  - Nomination & Remuneration Committee
  -Stakeholder's Relationship / Shareholder's Grievances Committee - (Chairman)

[3] MR. BHAVESH R. THAKKAR

Other Directorships

- ADF Foods (India) Limited
- Power Brands (Foods) Private Limited [Under Voluntary Liquidation]
- ADF Foods UK Limited
- ADF Holdings (USA) Limited
- ADF Foods (USA) Limited

Committee Memberships

- ADF Foods Limited - Share Transfer Committee

[4] NIPUN C. SHAH

Other Directorships

- ADF Foods (India) Limited
- Power Brands (Foods) Private Limited [Under Voluntary Liquidation]
- Jush Investment Private Limited
- Crowe Horwath Advisory Services Private Limited
- Crowe Horwath Consultants Private Limited

Committee Memberships

- ADF Foods Limited
  - Audit Committee
  - Nomination & Remuneration Committee
  - CSR Committee
- Power Brands (Foods) Private Limited [Under Voluntary Liquidation]
  - Audit Committee

[5] YASIR J. VARAWALA

Other Directorships

- ADF Foods (India) Limited
- Abacus Corporation Private Limited
- Power Brands (Foods) Private Limited [Under Voluntary Liquidation]

Committee Memberships

- ADF Foods Limited
  - Audit Committee
  - Nomination & Remuneration Committee
  - Shareholder's Grievance/Stakeholder's Relationship Committee
- Power Brands (Foods) Private Limited [Under Voluntary Liquidation]
  - Audit Committee

[6] MR. VIREN A. MERCHANT

Other Directorships

- Encore Healthcare Private Limited
- Encore Healthcare International Private Limited

Committee Memberships

- ADF Foods Limited

  –Audit Committee (Chairman)

  -Nomination & remuneration Committee (Chairman)

  -CSR Committee (Chairman)

  - Shareholder's Grievance/Stakeholder's Relationship Committee (Chairman)

[7] MR. JAY M. MEHTA

Other Directorships

- Saurashtra Cement Limited
- Gujarat Sidhee Cement Limited
- Pranay Holdings Limited
- Prachit Holdings Limited
- Ria Holdings Limited
- Agrima Consultants International Limited
- Reeti Investments Private Limited
- Mehta Private Limited
- Indianapoli Hospitality Private Limited
- Galaxy Technologies Private Limited
- Omna Exports Private Limited
- Arclightz & Films Private Limited
- Good Karma Hospitality Private Limited
- Knight Riders Sports Private Limited
- Bhadra Textiles & Trading Private Limited
- Parsec Enterprises Private Limited
- Metro Pizza Private Limited

Committee Memberships

- Gujarat Sidhee Cement Limited
  - Stakeholder's Relationship/Shareholders Grievance Committee
- Saurashtra Cement Limited
  - Shareholder's Grievance/ Stakeholder's Relationship Committee

[8] MR. RAVINDER KUMAR JAIN

Other Directorships

- Grover Zampa Vineyards Limited
- Delta Corp Ltd.
- Nector Ramco Trading Private Limited
- Brovel Trading Private Limited
- Noble Newera Milestone Trading and Investments Private Limited
- Accra Investments Private Limited
- Orange City Properties Private Limited
- Nobel Feedback Computers Private Limited
- Spirit Marketing Private Limited
- Craft Brewerkz Private Limited
- Marvel Resorts Private Limited

Committee Memberships

- ADF Foods Limited
  - Audit Committee
- Delta Corp Limited
  – Audit Committee (Chairman)
- Grover Zampa Vineyards Ltd
  - Nomination and Remuneration Committee
- Marvel Resorts Private Limited
  - Audit Committee (Chairman)
  - Nomination and Remuneration Committee

[9] MS. ANJALI K. SETH

Other Directorships

- Caprihans (India) Limited
- Adlabs Entertainment Limited
- Walkwater Properties Pvt. Limited
- JMC Projects (India) Limited
- Kalpataru Power Transmission Limited
- Kalpataru Limited
- Endurance Technologies Ltd. (CN)
- Centrum Housing Finance Limited

Committee Memberships

- Caprihans (India) Limited
  - Shareholder's Grievance/Stakeholder's Relationship Committee
- Adlabs Entertainment Limited
  - Audit Committee
  - Shareholder's Grievance/Stakeholder's Relationship Committee
- Endurance Technologies Ltd.
  – Nomination and Remuneration Committee
  –Shareholder's Grievance/Stakeholder's Relationship Committee
  –Audit Committee
- JMC Projects (India) Limited
  - Audit Committee
- Centrum Housing Finance Limited
  - Nomination & Remuneration Committee
  - Audit Committee
  - Risk Committee

[10] MR. NARESH L. KOTHARI

Other Directorships

- B L Kashyap and Sons Limited
- Bhagwati Products Limited
- Alpha Alternatives Holdings Private Limited
- Soul Space Projects Limited

Committee Memberships

- B L Kashyap and Sons Limited
  - Audit Committee
  - Nomination and Remuneration Committee

ANNEXURE II

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To

The Board of Directors

ADF Foods Ltd.

We, the undersigned, hereby certify and confirm to the Board of Directors of the Company that

A. We have reviewed financial statements and cash flow statement for year ended 31st March, 2018 and that to the best of our knowledge and belief;

1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, of which we are aware and we have taken steps to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit Committee that:-

1. there are no significant changes in internal control over financial reporting during the year;
2. the Companies (Indian Accounting Standards) Rules, 2015 (IND AS) prescribed u/s 133 of the Companies Act, 2013 has become applicable to the Company w.e.f. 1st April, 2017. The financial statements for the quarter ended have been prepared accordingly;
3. there has been no instance of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
Bimal R Thakkar
Managing Director & CEO
DIN : 00087404

Sd/-
Bhavesh R Thakkar
Executive Director & CFO
DIN: 000939805

Sd/-
Dilip Golwala
General Manager- Accounts

Place: Mumbai

Date: 29th May, 2018

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of

ADF Foods Limited

We have examined the compliance of conditions of Corporate Governance by ADF Foods Limited ("the Company") for the year ended March 31, 2018, as stipulated in Regulations 17 to 27, Clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, Clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015.

The chairman of Audit committee was not present at Annual General Meeting as required under Regulation 18 sub- regulation I Clause (d) of Listing Obligation and Disclosure Requirements.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Registration No. 104607W/W10066

FARHAD M. BHESANIA
PARTNER
Membership No. 127355

Place: Mumbai
Date: 25th July, 2018

INDEPENDENT AUDITOR'S REPORT

To The Members of ADF FOODS LIMITED

Report on the Audit of Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **ADF Foods Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs (financial position) of the Company as at March 31, 2018, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss, the statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.

e) On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 39 to the standalone Ind AS financial statements;

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
PARTNER
Membership Number 127355

Place: Mumbai
Dated: May 29, 2018

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in in Para 1 'Report on Other Legal and Regulatory Requirements' in our Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended March 31, 2018.

Statement on Matters specified in paragraphs 3 & 4 of the Companies (Auditor's Report) Order, 2016:

1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of fixed assets, by which all fixed assets are verified once in a three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, all fixed assets were physically verified during the year and discrepancies reported on such verification were not material and have been properly dealt with in the books of account.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

2) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies reported on such verification were not material and have been properly dealt with in the books of account.

3) The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of sub-clause (a) (b) and (c) of paragraph 3(iii) the Order are not applicable.

4) In our opinion and according to information and explanations given to us, provisions of Section 186 of the Act in respect of loans and guarantees given and investments made have been complied with by the Company. In our opinion and according to the information and explanations given to us, the Company has not advanced any loans to the persons covered under section 185 or granted securities under section 186 of the Act.

5) In our opinion and according to the information and explanations given to us, the Company has not accepted any Deposits from Public and hence the directives issues by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder are not applicable.

6) In our opinion and according to the information and explanation given to us, the maintenance of cost records under sub section (l) of section 148 of the Act is not applicable to the Company under the Companies (Cost Record and Audit) Rules, 2014.

7) (a) According to the information and explanations given to us and the records examined by us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues with the appropriate authorities, wherever applicable and there are no such outstanding dues as at March 31, 2018, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of books of account and record, the company has generally been regular in depositing undisputed statutory dues including Income Tax, Sales Tax, Service Tax, Goods and Service tax, Duty of Customs, Duty of Excise and Value added Tax except the following:

Sr. No.	Name of the Statute	Amount (Rs. in Lacs)	Period to which the amount relates	Forum where dispute is pending
1	Finance Act, 1994	463.54	F.Y.2006-2007 to F.Y.2010-2011	CESTAT
2	Income Tax Act, 1961	164.98	F.Y.2009-2010 to F.Y.2013-2014	CIT (Appeal)

8) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not defaulted in repayment of borrowings to banks. The Company does not have any loans or borrowings from financial institutions, government or debenture holders.

9) The Company has not raised any funds by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the paragraph 3 (ix) of the Order is not applicable.

10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

11) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

12) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.

14) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

15) According to the information and explanation given to us and based on our examination of the records, the Company has not entered into non-cash transactions with the directors or persons connected with him. Hence the provisions of Section 192 of the Act are not applicable.

16) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 hence the provisions of paragraph 3 (xvi) of the Order are not applicable.

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
PARTNER
Membership Number 127355

Place: Mumbai
Dated: May 29, 2018

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in in Para 2 (f) 'Report on Other Legal and Regulatory Requirements' in our Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended March 31, 2018.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the Internal Financial Controls Over Financial Reporting of ADF Foods Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the Internal Control Over Financial Reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's Internal Financial Controls Over Financial Reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls System Over Financial Reporting and their operating effectiveness.

Our audit of Internal Financial Controls System Over Financial Reporting included obtaining an understanding of Internal Financial Controls Over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's Internal Financial Control over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A Company's Internal Financial Control Over Financial Reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of Internal Financial Controls Over Financial Reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the Internal Financial Control Over Financial Reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate Internal Financial Controls System Over Financial Reporting and such Internal Financial Controls over Financial Reporting were operating effectively as at March 31, 2018, based on "the Internal Control Over Financial Reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India"

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
PARTNER
Membership Number 127355

Place: Mumbai
Dated: May 29, 2018

BALANCE SHEET AS AT MARCH 31, 2018

(All amounts are in Rupees lacs, except per share data and unless stated otherwise)

Particulars	Note No.	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Assets				
Non-current assets				
Property, plant and equipment	4(a)	4,911.28	4,827.24	4,872.63
Capital work-in-progress		23.12	88.10	23.49
Intangible assets	4(b)	2,137.57	2,136.84	2,145.39
Financial assets				
Investments	5	5,723.62	6,020.02	5,751.00
Trade receivables	6	4.51	-	-
Loans	7	158.46	155.21	174.43
Other financial assets	8	144.34	276.05	239.92
Income tax assets (net)	9	297.63	274.97	95.31
Other non-financial assets	10	64.02	35.38	94.13
Total non-current assets		**13,464.55**	**13,813.81**	**13,396.30**
Current assets				
Inventories	11	2,208.67	2,478.62	2,275.32
Financial assets:				
Investments	12	-	849.38	990.77
Trade receivables	13	3,980.30	3,137.12	3,092.17
Cash and cash equivalents	14	2,420.37	755.08	617.24
Bank balance other than above	15	342.12	189.91	167.90
Loans	16	20.44	22.28	23.05
Other financial assets	17	334.26	824.40	752.98
Other non financial assets	18	1,360.76	749.80	738.65
Total current assets		**10,666.92**	**9,006.59**	**8,658.08**
Total assets		**24,131.47**	**22,820.40**	**22,054.38**
Equity and liabilities				
Equity				
Equity share capital	19	2,157.98	2,157.98	2,237.83
Other equity	20	18,684.78	17,609.05	16,819.78
Total equity		**20,842.76**	**19,767.03**	**19,057.61**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	21	2.54	9.92	25.52
Provisions	22	217.06	183.71	135.83
Deferred tax liabilities (net)	23	742.65	1,117.13	860.23
Total non-current liabilities		**962.25**	**1,310.76**	**1,021.58**
Current liabilities				
Financial liabilities				
Borrowings	24	130.08	444.41	538.32
Trade payables	25	1,103.40	900.70	853.23
Other financial liabilities	26	517.25	303.79	397.20
Other non financial liabilities	27	308.80	77.56	98.91
Provisions	28	20.54	16.15	26.85
Income tax liabilities (net)	29	246.39	-	60.68
Total current liabilities		**2,326.46**	**1,742.61**	**1,975.19**
Total liabilities		**3,288.71**	**3,053.37**	**2,996.77**
Total equity and liabilities		**24,131.47**	**22,820.40**	**22,054.38**
Significant accounting policies	2			

The accompanying notes 1 to 54 form an integral part of the financial statements.

As per our report of even date

For KALYANIWALLA & MISTRY LLP
Chartered Accountants
Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
Partner
Membership Number 127355

Place: Mumbai
Date: May 29, 2018

Signatures to the Balance Sheet and Notes to the financial statements

For and on behalf of the Board

Ashok H. Thakkar
Chairman
DIN: 00087465

Bimal R. Thakkar
Managing Director & C.E.O.
DIN: 00087404

Bhavesh R. Thakkar
Executive Director & C.F.O.
DIN: 00939805

Shalaka Ovalekar
Company Secretary

Place: Mumbai
Date: May 29, 2018

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts are in Rupees lacs, except per share data and unless stated otherwise)

Particulars	Note No.	For the year ended March 31,2018	For the year ended March 31,2017
Income			
Revenue from operations	30	17,169.05	16,567.12
Other income	31	1,070.89	560.75
Total income		**18,239.94**	**17,127.87**
Expenses			
Cost of materials consumed	32 (a)(b)	7,820.54	7,908.00
Purchase of stock-in-trade	32 (c)	1,140.78	1,109.38
Changes in inventories of finished goods, stock-in-trade and work-in-progress	33	276.77	(94.65)
Excise duty	34	12.21	31.39
Employee benefits expenses	35	1,386.64	1,378.44
Finance cost	36	112.71	94.56
Depreciation and amortisation expenses	37	435.92	435.19
Other expenses	38	3,974.03	4,058.31
Total expenses		**15,159.60**	**14,920.62**
Profit before Tax		**3,080.34**	**2,207.25**
Tax expense			
Current tax		1,023.20	637.45
Deferred tax		(165.23)	131.62
Prior year tax adjustments		-	2.44
Total tax expense		**857.97**	**771.51**
Profit for the year		**2,222.37**	**1,435.74**
Other comprehensive income			
A. Items that will not be reclassified subsequently to profit or loss			
Re-measurements of the defined benefit plans		6.29	0.81
Income tax on above item		(1.83)	(0.28)
		4.46	**0.53**
B. Items that will be reclassified subsequently to profit or loss			
Net gain/(loss) on cash flow hedges		(724.89)	361.22
Income tax on above item		211.09	(125.01)
		(513.80)	**236.21**
Net other comprehensive income for the year (net of tax) (A + B)		**(509.34)**	**236.74**
Total comprehensive income for the year		**1,713.03**	**1,672.48**
Earning per equity share (Nominal value per share Rs. 10/- each)			
Basic and Diluted	47	10.48	6.77

The accompanying notes 1 to 54 form an integral part of the financial statements.

As per our report of even date

For KALYANIWALLA & MISTRY LLP
Chartered Accountants
Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
Partner
Membership Number 127355

Place: Mumbai
Date: May 29, 2018

Signatures to the Statement of Profit and Loss and Notes to the financial statements

For and on behalf of the Board

Ashok H. Thakkar
Chairman
DIN: 00087465

Bimal R. Thakkar
Managing Director & C.E.O.
DIN: 00087404

Bhavesh R. Thakkar
Executive Director & C.F.O.
DIN: 00939805

Shalaka Ovalekar
Company Secretary

Place: Mumbai
Date: May 29, 2018

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

(All amounts are in Rupees lacs, except per share data and unless stated otherwise)

	Particulars	For the year ended 31-Mar-18	For the year ended 31-Mar-17
A.	**Cash Flow from Operating Activities**		
	Profit before Taxation	3,080.34	2,207.25
	Adjustment for:		
	Depreciation and amortisation expense	435.92	435.19
	Loss on sale / write off of Fixed Assets	14.03	1.75
	Finance cost	112.71	94.56
	Allownce for doubtful trade receivable and advances	0.89	(50.71)
	Bad debts written off	-	47.98
	Unrealised exchange (gain)/loss	(69.35)	(93.17)
	Net (gain)/loss on sale of investments	(18.43)	(89.94)
	Interest income	(35.19)	(25.86)
	Dividend income	(0.04)	(0.68)
	Operating Profit before working capital changes	**3,520.88**	**2,526.37**
	Adjustment for:		
	(Increase)/Decrease in Trade receivables	(794.19)	33.05
	(Increase) / Decrease in Inventories	269.95	(203.30)
	(Increase)/ Decrease in Non-Current Financial Assets	129.45	(17.16)
	(Increase) / Decrease in Non-Current non Financial Assets	(28.64)	58.75
	(Increase) / Decrease in Current Financial Assets	(143.35)	293.97
	(Increase) / Decrease in Current non Financial Assets	(610.95)	(11.16)
	Increase / (Decrease) in Trade Payable	201.20	59.77
	Increase / (Decrease) in non current Provisions	33.36	47.88
	Increase / (Decrease) Current Financial Liabilities	123.47	(93.67)
	Increase / (Decrease) Current non Financial Liabilities	235.63	(32.06)
	Cash generated from operating activities	**2,936.81**	**2,662.44**
	Taxes Paid (Net of refunds)	(799.47)	(880.24)
	Net Cash Flow from / (used in) Operating Activities (A)	**2,137.34**	**1,782.20**
B.	**Cash Flow from Investing Activities**		
	Purchase of Property, plant and equipments	(469.72)	(449.02)
	Proceeds from sale of Property, plant and equipments	-	(1.38)
	Proceeds from maturity of fixed deposits placed with the bank	144.48	144.07
	Fixed Deposits placed with banks	(229.97)	(166.92)
	Proceeds from sale of investments	867.81	231.33
	Investment in subsidiary	296.40	(269.01)
	Dividend Received from subsidiary	0.04	0.68
	Interest received	31.71	24.43
	Net Cash Flow from/ (used in) Investing Activities (B)	**640.75**	**(485.82)**

(All amounts are in Rupees lacs, except per share data and unless stated otherwise)

	Particulars	For the year ended 31-Mar-18	For the year ended 31-Mar-17
C.	**Cash Flow from Financing Activities**		
	Proceeds from borrowing	-	10.00
	Repayment of borrowings	(339.03)	(119.75)
	Buyback of equity shares	-	(963.08)
	Finance cost	(112.71)	(94.56)
	Dividends paid	(553.16)	8.85
	Tax on dividend	(107.90)	-
	Net cash flow from / (used in) financing activities (C)	**(1,112.80)**	**(1,158.54)**
	Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	**1,665.29**	**137.84**
	CASH AND CASH EQUIVALENTS:		
	AS AT THE BEGINNING OF THE YEAR	691.46	656.33
	Unrealised Foreign Exchange Restatement in Cash and cash Equivalents	63.62	(39.09)
	Cash and Cash Equivalents - Closing Balance	**2,420.37**	**755.08**
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**1,728.91**	**98.75**
Notes:			
1.	**Cash and Cash Equivalents:**		
	(a) Cash on Hand	7.69	16.23
	(b) Balance with banks	2,412.67	698.45
	(c) Cheque and draft on hand	0.01	40.40
	Cash and Cash Equivalents.	**2,420.37**	**755.08**

2. The cash flow statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 on 'Cash Flow Statement' and presents cash flows by operating, investing and financing activities.
3. The above cash flow statement inclosed Rs. 41.93 lacs towards corporate social responsibility activities (Refer note 48)
4. Figures for the previous year have been regrouped/ restated wherever necessary to conform to current year's classification.

As per our report of even date

For KALYANIWALLA & MISTRY LLP
Chartered Accountants
Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
Partner
Membership Number 127355

Place: Mumbai
Date: May 29, 2018

Signatures to the cash flow statements and Notes to the financial statements

For and on behalf of the Board

Ashok H. Thakkar
Chairman
DIN: 00087465

Bimal R. Thakkar
Managing Director & C.E.O.
DIN: 00087404

Bhavesh R. Thakkar
Executive Director & C.F.O.
DIN: 00939805

Shalaka Ovalekar
Company Secretary

Place: Mumbai
Date: May 29, 2018

Statement Of Changes In Equity For The Year Ended March 31, 2018

(All amounts are in Rupees lacs, except per share data and unless stated otherwise)

(a) Equity Share Capital

Particulars	As at March 31st, 2018		As at March 31st, 2017		As at April 1st, 2016	
	No. of Shares	Rs. in lacs	No. of Shares	Rs. in lacs	No. of Shares	Rs. in lacs
Balance at beginning of the year	2,12,01,461	2,157.98	2,20,00,000	2,237.83	2,20,00,000	2,237.83
Changes in equity shares during the year	-	-	(7,98,539)	(79.85)	-	-
Balance at end of the year	**2,12,01,461**	**2,157.98**	**2,12,01,461**	**2,157.98**	**2,20,00,000**	**2,237.83**

(b) Other Equity

Particulars	March 31st, 2018	March 31st, 2017	As at April 1st, 2016
Reserves and surplus			
Capital reserves			
Opening balance	105.00	105.00	105.00
Addition / utilised during the year	-	-	-
Closing balance	**105.00**	**105.00**	**105.00**
Capital redemption reserves			
Opening balance	79.85	-	-
Addition / utilised during the year	-	79.85	-
Closing balance	**79.85**	**79.85**	**-**
Securities premium account			
Opening balance	5,051.11	5,934.33	5,934.33
Addition / utilised during the year	-	(883.22)	-
Closing balance	**5,051.11**	**5,051.11**	**5,934.33**
General reserve			
Opening balance	763.97	763.97	763.97
Addition / utilised during the year	-	-	-
Closing balance	**763.97**	**763.97**	**763.97**
Retained earning			
Opening balance	11,102.53	9,746.10	9,746.10
Utilised for buyback of equity shares*		(79.85)	**-**
	11,102.53	**9,666.25**	**9,746.10**
Profit for the year	2,222.37	1,435.74	-
Add: Re-measurement of defined benefit plan	4.46	0.54	-
Less; Dividend paid	(529.37)	**-**	**-**
Less: Tax on dividend	(107.90)	-	-
Movement during the year	**1,589.56**	**1,436.28**	**-**
Closing Balance	**12,692.09**	**11,102.53**	**9,746.10**
Items of other comprehensive income recognised directly			
Cash flow hedge reserve			
Opening balance	506.56	270.36	260.49
Add: Change in fair value of hedging instrument	(724.89)	361.21	15.09
Less: Deferred tax	211.09	(125.01)	(5.22)
Closing balance	**(7.24)**	**506.56**	**270.36**
Total Reserves & Surplus	**18,684.78**	**17,609.05**	**16,819.78**
The accompanying notes 1 to 54 form an integral part of the financial statements.			

As per our report of even date

For KALYANIWALLA & MISTRY LLP
Chartered Accountants
Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
Partner
Membership Number 127355

Place: Mumbai
Date: May 29, 2018

Signatures to the cash flow statements and Notes to the financial statements

For and on behalf of the Board

Ashok H. Thakkar
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Managing Director & C.E.O.
DIN: 00087404

Bhavesh R. Thakkar
Executive Director & C.F.O.
DIN: 00939805

Shalaka Ovalekar
Company Secretary

Place: Mumbai
Date: May 29, 2018

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

1 Company Overview

Description of Business

ADF Foods Limited ("the Company") is a public company incorporated under the provisions of the Companies Act, 1956 and domiciled in India having registered office at 83/86 G.I.D.C Industrial Estate, Nadiad, Gujarat. Its shares are listed on Bombay Stock Exchange and National Stock Exchange in India. The Company is engaged in the manufacture and selling of food products like pickles, chutneys, ready to eat items, paste and sauces, frozen foods, spices etc. The Company caters mainly to international markets and domestic market. The Financial Statements of the company are approved by the Board of Directors on May 29, 2018.

Basis of Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 to be read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The Company's Financial Statements for the year ended March 31, 2018 comprises of the Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Statement of Changes in Equity and the Notes to Financial Statements.

For all periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with Indian Generally Accepted Accounting Practices (IGAAP), including Accounting Standards (ASs) specified under section 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014, as amended, to the extent applicable.

These financial statements are the Company's first Ind AS financial statements and are covered by Ind AS 101, First-time adoption of Indian Accounting Standards. An explanation of how the transition to Ind AS has affected the Company's equity, financial position, financial performance and its cash flows is provided in Note. 50

Current versus non-current classification all assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time taken between acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle as twelve months for the purpose of the classification of assets and liabilities into current and noncurrent.

Basis of Measurement

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivative financial instruments which have been measured at fair value as described below and defined benefit plans which have been measured at actuarial valuation as required by relevant Ind ASs.

Key Accounting Estimates and Judgements:

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

(a) Measurement of defined benefit obligations – Note 46

(b) Measurement and likelihood of occurrence of provisions and contingencies – Note 39

(c) Recognition of deferred tax assets – Note 23

(d) Impairment of Intangible asset. – Note 37

Measurement of fair values

The Company's accounting policies and disclosures require financial instruments to be measured at fair values. The Company has an established control framework with respect to the measurement of fair values. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

2 Significant Accounting Policies

2.1 **Property, Plant and Equipment**

2.1.1 **Initial Recognition**

Property, Plant and Equipment are initially recognised at cost which comprises of purchase price including import duties, non-refundable taxes and any directly attributable cost of bringing the assets to its present condition and location for its intended use, including the cost of replacing parts only when future economic benefit associated to that cost will flow to the company and its cost can be reliably measured, borrowing costs for long term construction projects if the recognition criteria are met and present value of any expected cost for decommissioning, restoration and similar liability of an asset after its use is included in the cost of respective asset. On replacement of a component, its carrying amount is derecognised.

Further, in case the component was not depreciated separately, the cost of incoming component is used as an indication to determine the cost of the replaced part at the time of capitalising.

2.1.2 **Subsequent Recognition**

Subsequent recognition is at Cost less accumulated depreciation and accumulated impairment losses, if any. Impairment testing is undertaken at the balance sheet date if there are indicators.

2.1.3 **Disposal or Retirement**

The carrying value is eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

2.1.4 **Component Accounting**

The Company identifies and determines cost of each component of an asset separately, if the component has a materially different useful life as compared to entire asset and its cost is significant of the total cost.

2.1.5 **Depreciation**

Depreciation is calculated on Straight Line Basis as per the useful lives specified in Schedule II to the Companies Act, 2013 on pro rata basis except for carboys and pallets where lower lives of 5 Years is applied based on the technical advice obtained by the company.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

The estimated useful lives for computing depreciation are generally as follows:

Machinery and equipment	15 Years
Furniture and fixtures	10 Years
Automobiles	08 Years
Building	30 Years
Computers	03 Years

Leasehold land under operating lease is depreciated over the leasehold period or its estimated useful life, whichever is shorter.

Freehold land is not depreciated.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

2.2 **Capital Work In Progress**

Capital work in progress includes the acquisition/commissioning cost of assets under expansion/acquisition and pending commissioning. Expenditure of revenue nature related to such acquisition/expansion is also treated as capital work in progress and capitalized along with the asset on completion of the expansion project or otherwise on commencement of commercial use of the asset.

Transition to IND AS

Property, Plant and Equipment were carried on historical cost less accumulated depreciation and impairment loss, if any in the balance sheet as on March 31 2016 prepared in accordance with Indian GAAP. The Company has elected to regard those values as deemed cost at the date of the transition i.e. April 1, 2016 as permitted under Ind AS 101.

2.3 **Intangible Assets**

2.3.1 **Initial Recognition**

Intangible Assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition.

2.3.2 **Subsequent Recognition**

Intangible Assets are carried at cost less accumulated amortisation and impairment loss, if any.

2.3.3 **Amortisation**

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows:

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

Goodwill - 5 years Software - 3 Years

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

Indefinite life intangibles mainly consist of brands. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not the change in useful life from indefinite to finite is made on a prospective basis.

2.3.4 **Derecognition**

Gains or losses arising from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

Transition to IND AS

Intangible Assets were carried at cost less accumulated amortization and impairment, if any in the balance sheet as on March 31, 2016 prepared in accordance with Indian GAAP. The Company has elected to regard those values as deemed cost at the date of the transition i.e. April 1, 2016 as permitted under Ind AS 101.

The Company has assessed useful life of certain intangible assets (Brands) as indefinite and hence these assets are not amortised but tested for impairment annually.

2.4 **Investments in Subsidiaries**

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

Transition to IND AS

Upon first-time adoption of Ind AS, the Company has elected to measure its investments in subsidiaries at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e.April 1,2016.

2.5 **Inventories:**

Inventories are valued at lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Costs are computed on the weighted average basis and are net of CENVAT/GST credits.

Raw materials, packing materials and stores: Costs includes cost of purchase, discounts and other costs incurred in bringing each product to its present location and condition. Finish goods and work in progress: In the case of manufactured inventories and work in progress, cost includes all costs of purchases, an appropriate share of production overheads based on normal operating capacity and other costs incurred in bringing each product to its present location and condition Finished goods valuation also includes applicable duty. Provision is made for cost of obsolescence and other anticipated losses, whenever considered necessary.

2.6 **Cash and Cash Equivalents**

Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flow, cash and cash equivalents consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.7 **Impairment of Non-Financial Assets**

Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that a non-financial asset may be impaired. Indefinite life intangibles are subject to a review for impairment annually or more frequently if events or circumstances indicate that it is necessary. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit. Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognising the impairment. The impairment loss is allocated first to reduce the carrying amount of goodwill (if any) allocated to the cash generating unit and then to the other assets of the unit, pro rata based on the carrying amount of each asset in the unit.

2.8 **Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts, futures and currency options.

2.8.1 **Financial Assets**

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

2.8.1.1 **Initial recognition and measurement**

All financial assets are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition of financial assets, which are not at fair value through profit or loss, are added to the fair value on initial recognition.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

2.8.1.2 **Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

2.8.1.2.1 **Financial assets at amortised cost**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, debt instruments at amortised cost are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

2.8.1.2.2 **Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

2.8.1.2.3 **Financial assets at fair value through profit or loss**

Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

2.8.1.2.4 **Financial assets as Equity Investments**

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. A fair value change on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

2.8.1.3 **Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

The rights to receive cash flows from the asset have expired, or

The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2.8.1.4 **Impairment**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits and trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18.

The company follows 'Simplified Approach' for recognition of impairment allowance. This approach doesn't require the Company to track changes in credit risk. Rather, it recognises impairment allowances based on lifetime ECLs at each reporting date, right from its initial recognition.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive, discounted at the original EIR. Lifetime ECL are expected credit losses resulting from all possible defaults over the expected life of a financial instrument. ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

2.8.2 **Financial Liabilities**

(i) Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost.

(ii) Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

(iii) Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised.

Amortised cost is calculated by taking into account any discount or premium on acquisition and transactions costs. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

This category generally applies to loans and borrowings.

(iv) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

(v) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Share Capital

Ordinary equity shares

Incremental costs directly attributable to the issue of ordinary equity shares, are recognised as a deduction from equity.

2.8.3 **Derivative financial instruments and hedge accounting**

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

The company designates their derivatives as hedges of foreign exchange risk associated with the cash flows of highly probable forecast transactions. (Cash flow hedges).

The company documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items. The company documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

(i) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, within other income.

When forward contracts are used to hedge forecast transactions, the company generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognised in other comprehensive income in cash flow hedging reserve within equity.

The change in the forward element of the contract that relates to the hedged item ('aligned forward element') is recognised within other comprehensive income in the costs of hedging reserve within equity. In some cases, the entity may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains and losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedging reserve within equity.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss within other gains/(losses).

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing. Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss within other gains/ (losses).

2.9 **Government Subsidy/Grants**

Grants are recognized when there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an asset, the cost of the asset is shown at gross value and grant thereon is treated as a deferred grant which is recognized as income in the Statement of Profit and Loss over the period and in proportion in which depreciation is charged.

2.10 **Segment Reporting**

The Company is considered to be a single segment company – engaged in the manufacture of Processed foods. Consequently, the Company has, in its primary segment, only one reportable business segment. As per INDAS-108 'Operating Segments', if a financial report contains both the consolidated financial statements of a parent that is within the scope of Ind AS-108 as well as the parent's separate financial statements, segment information is required only in the consolidated financial statements. Accordingly, information required to be presented under Ind AS-108 Operating Segments has been given in the consolidated financial statements.

2.11 **Provisions, Contingent Liabilities and Contingent Assets**

2.11.1 **Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of time value of money is material, provisions are discounted using a current pre tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.11.2 **Contingent Liabilities**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

2.11.3 **Contingent Assets**

Contingent Assets are not recognised in the financial statements. Contingent Assets if any, are disclosed in the notes to the financial statements.

2.12 **Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Based on the Educational Material on Ind AS 18 issued by the ICAI, the Company has assumed that recovery of excise duty flows to the Company on its own account. This is for the reason that it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty.

However, sales tax/ value added tax (VAT)/GST is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

2.12.1 **Sale of goods**

a. Revenue from the domestic sales is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

b. Revenue from export sales are recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on the basis of dates of bill of lading. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

2.12.2 **Export incentives**

Revenue from export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable assurance and conditions precedent to claim are fulfilled.

2.12.3 **Interest Income**

Interest income is recognized using the effective interest rate (EIR) method.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

2.12.4 **Dividend Income**

Dividend income on investments is recognised when the right to receive dividend is established.

2.13 **Employee Benefits**

Liabilities in respect of employee benefits to employees are provided for as follows:

a) Short-term employee benefits

i) Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be incurred when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

b) Long Term Employee Benefit Plan

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

c) Post Separation Employee Benefit Plan

i) Defined Benefit Plan

- Post separation benefits of Directors on the basis of actuarial valuation as per IND AS-19.
- Gratuity Liability on the basis of actuarial valuation as per IND AS-19. Liability recognised in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the end of each reporting period less the fair value of plan assets.

The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of defined benefit is determined by discounting the estimated future cash outflows by reference to market yield at the end of each reporting period on government bonds that have terms approximate to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

- Actuarial gain / loss pertaining to above and other components of re-measurement of net defined benefit liability (asset) are accounted for as OCI. All remaining components of costs are accounted for in statement of profit & loss.

ii) Defined Contribution Plans:

Defined contribution plans are Employee Provident Fund scheme and Employee State Insurance scheme for eligible employees. The Company's contribution to defined contribution plans is recognised as an expense in the Statement of Profit and Loss as they fall due.

2.14 **Taxes**

2.14.1 **Current Taxes**

Current tax comprises the expected tax payable or recoverable on the taxable profit or loss for the year and any adjustment to the tax payable or recoverable in respect of previous years.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its branch operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity/OCI, in which case it is recognized in other comprehensive income. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary timing differences and the carry forward of unused tax credits and unused tax losses can be utilised. Such assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax assets are recognised for all deductible temporary differences, unused tax losses and MAT credit entitlements only if it is probable that future taxable amounts will be available to utilise those temporary differences, losses and credit.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

2.15 **Foreign Currencies**

The Company's functional currency is Indian Rupee (INR) and it is also the presentation currency for the Company.

Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rate of exchange prevailing on the date of the transaction. Monetary assets and monetary liabilities denominated in foreign currencies and remaining unsettled at the end of the year are converted at the functional currency spot rate of exchange prevailing on the reporting date.

Differences arising on settlement or conversion of monetary items are recognised in statement of profit and loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction except for the qualifying cash flow hedge, which are recognised in OCI to the extent that the hedges are effective.

2.16 **Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to April 1, 2016, the Company has determined whether the arrangements contain a lease on the basis of facts and circumstances existing on the date of transition.

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term unless the same is in line with inflation.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the same is in line with inflation. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

2.17 **Borrowings costs**

Interest and other borrowing costs attributable to qualifying assets are capitalized. Other interest and borrowing costs are charged to revenue.

2.18 **Dividend**

The Company recognises a liability for any dividend declared but not distributed at the end of the reporting period, when the distribution is authorised and the distribution is no longer at the discretion of the Company on or before the end of the reporting period. As per Corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

2.19 **Earnings Per Share**

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit for the period attributed to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

3. Recent accounting pronouncements - Standard issued but not effective.

Ind AS 115 - Revenue from Contracts with Customers

As per notification dated March 28, 2018, the Ministry of Corporate Affairs amended the Companies (Indian Accounting Standards) Amendments Rules, 2018, notifying "Ind AS-115 relating to Revenue from Contracts with Customers" and related amendments to other standards on account of notification of Ind AS 115. The effective date of adoption of this standard is annual periods beginning on or after April 01, 2018 onwards. The Company is currently evaluating the effect of the above amendments.

Ind AS 21- The effect of Changes in Foreign Exchange rates

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment assets or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. The Company is currently evaluating the effect of the above amendments.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

4(a) Property, Plant and Equipment

Particulars	Period	Land		Buildings	Plant & machinery	Furniture & fixtures	Vehicles	Office equipment	Office premises	Electrical installation	Laboratory equipment	Computers	Total
		Freehold	Leasehold										
Gross carrying amount													
Deemed cost as at	**April 1, 2016**	**4.18**	**94.38**	**2,145.59**	**2,073.31**	**78.41**	**271.39**	**18.67**	**97.77**	**73.83**	**5.61**	**9.49**	**4,872.63**
Additions		-	-	82.16	268.11	-	13.84	1.97	-	9.60	0.11	8.61	384.40
Deductions		-	-	-	-	-	2.51	0.54	-	-	-	0.09	3.14
Closing Gross carrying amount as at	**March 31,2017**	**4.18**	**94.38**	**2,227.75**	**2,341.42**	**78.41**	**282.72**	**20.10**	**97.77**	**83.43**	**5.72**	**18.01**	**5,253.89**
Opening gross carrying amount as at	**April 1, 2017**	**4.18**	**94.38**	**2,227.75**	**2,341.42**	**78.41**	**282.72**	**20.10**	**97.77**	**83.43**	**5.72**	**18.01**	**5,253.89**
Additions		-	-	414.18	103.69	3.41	-	3.08	-	3.26	1.92	1.68	531.22
Deductions		-	-	-	84.01	1.38	6.46	5.35	-	-	0.34	2.16	99.70
Closing Gross carrying amount as at	**March 31,2018**	**4.18**	**94.38**	**2,641.93**	**2,361.10**	**80.44**	**276.26**	**17.83**	**97.77**	**86.69**	**7.30**	**17.53**	**5,685.41**
Accumulated depreciation	**April 1, 2016**	-	-	-	-	-	-	-	-	-	-	-	-
Charge for the year		-	1.01	95.84	243.81	11.25	51.80	6.03	1.68	8.54	1.03	5.66	**426.65**
Deduction		-	-	-	-	-	-	-	-	-	-	-	-
Closing accumulated depreciation	**March 31,2017**	**-**	**1.01**	**95.84**	**243.81**	**11.25**	**51.80**	**6.03**	**1.68**	**8.54**	**1.03**	**5.66**	**426.65**
Opening accumulated depreciation	**April 1, 2017**	**-**	**1.01**	**95.84**	**243.81**	**11.25**	**51.80**	**6.03**	**1.68**	**8.54**	**1.03**	**5.66**	**426.65**
Charge for the year		-	1.01	97.67	254.75	11.36	47.14	4.43	1.68	9.14	0.93	5.04	433.16
Deduction		-	-	-	70.69	1.34	6.39	5.10	-	-	-	2.16	85.68
Closing accumulated depreciation	**March 31,2018**	**-**	**2.02**	**193.51**	**427.87**	**21.27**	**92.55**	**5.36**	**3.36**	**17.68**	**1.96**	**8.54**	**774.13**
Net carrying amount as at	**April 1, 2016**	**4.18**	**94.38**	**2,145.59**	**2,073.31**	**78.41**	**271.39**	**18.67**	**97.77**	**73.83**	**5.61**	**9.49**	**4,872.63**
Net carrying amount as at	**March 31,2017**	**4.18**	**93.37**	**2,131.91**	**2,097.61**	**67.16**	**230.92**	**14.07**	**96.09**	**74.89**	**4.69**	**12.35**	**4,827.24**
Net carrying amount as at	**March 31,2018**	**4.18**	**92.36**	**2,448.42**	**1,933.23**	**59.17**	**183.71**	**12.47**	**94.41**	**69.01**	**5.34**	**8.99**	**4,911.28**

Note : The Company has availed the deemed cost exemption in relation to the property, plant and equipment and intangible assets on the date of the transition and hence the net carrying amount has been considered as the gross carrying amount on that date. Refer note below gross carrying value & accumulated depreciation on April 01, 2016 under the Previous GAAP.

Particulars	As at April 1, 2016		
	Gross Block (At Cost)	Accumulated Depreciation	Net Block treated as deemed cost upon transition
Property, Plant & Equipment			
Land			
Free hold	4.18	-	4.18
Leasehold	103.97	9.59	94.38
Buildings	3,063.18	917.59	2,145.59
Plant & Machinery	4,190.93	2,117.62	2,073.31
Furniture & Fixtures	125.31	46.90	78.41
Vehicles	441.24	169.85	271.39
Office Equipment	45.89	27.22	18.67
Office Premises	106.56	8.79	97.77
Electrical installation	83.64	9.81	73.83
Laboratory equipment	19.54	13.93	5.61
Computers	48.28	38.79	9.49
Total	**8,232.72**	**3,360.09**	**4,872.63**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

4(b)	Intangible assets					
	Particulars	**Period**	**Goodwill**	**Trade marks ***	**Software**	**Total**
	Gross carrying amount					
	Deemed cost as at	**April 1, 2016**	-	2,132.85	12.54	**2,145.39**
	Additions		-	-	-	-
	Deductions		-	-	-	-
	Closing Gross carrying amount as at	**March 31,2017**	**-**	**2,132.85**	**12.54**	**2,145.39**
	Opening gross carrying amount as at	**April 1, 2017**	**-**	**2,132.85**	**12.54**	**2,145.39**
	Additions		-	-	3.49	3.49
	Deductions		-	-	-	-
	Closing Gross carrying amount as at	**March 31,2018**	**-**	**2,132.85**	**16.03**	**2,148.88**
	Accumulated amortisation	**April 1, 2016**	**-**	**-**	**-**	**-**
	Charge for the year		-	-	8.54	8.54
	Deduction		-	-	-	-
	Closing accumulated amortisation	**March 31,2017**	**-**	**-**	**8.54**	**8.54**
	Accumulated amortisation	**April 1, 2017**	**-**	**-**	**8.54**	**8.54**
	Charge for the year		-	-	2.76	2.76
	Disposals		-	-	-	-
	Closing accumulated amortisation	**March 31,2018**	**-**	**-**	**11.30**	**11.30**
	Net carrying amount as at	**April 1, 2016**	**-**	**2,132.85**	**12.54**	**2,145.39**
	Net carrying amount as at	**March 31,2017**	**-**	**2,132.85**	**3.99**	**2,136.84**
	Net carrying amount as at	**March 31,2018**	**-**	**2,132.85**	**4.72**	**2,137.57**

The indefinite life of intangible assets are tested for impairment and accordingly no impairment charges were identified for the FY-2017-18.

Note : The Company has availed the deemed cost exemption in relation to intangible assets on the date of the transition and hence the net carrying amount has been considered as the gross carrying amount on that date. Refer note below gross carrying value and accumulated amortisation on April 01, 2016 under the Previous GAAP.

Particulars	**As at April 1, 2016**		
	Gross Block (At Cost)	**Accumulated amortization**	**Net Block treated as deemed cost upon transition**
Intangible Assets			
Goodwill	399.03	399.03	-
Trademark	4,245.00	2,112.15	2,132.85
Software	26.08	13.54	12.54
Total	**4,670.11**	**2,524.72**	**2,145.39**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

5 Investments

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Investments in equity instruments:			
Investment in Subsidiaries (Unquoted)			
(At amortised cost)			
a) ADF Foods (India) Limited			
Face value (Rs.)	10.00	10.00	10.00
Number of shares	50,000	50,000	50,000
Amount in Rs. In lacs	**5.00**	**5.00**	**5.00**
b) ADF Foods (UK) Limited			
Face value (£)	1.00	1.00	1.00
Number of shares	20,85,281	20,85,281	20,85,281
Amount in Rs. In lacs	**1,826.29**	**1,826.29**	**1,826.29**
c) Power Brands (Foods) Private Limited (Refer Note no.49)			
Face value (Rs.)	10.00	10.00	10.00
Number of shares	2,08,85,992	2,08,85,992	2,08,85,992
Amount in Rs. In lacs	**-**	**-**	**-**
Investments in preference shares:			
Investment in Subsidiaries (Unquoted)			
(At amortised cost)			
a) ADF Foods (UK) Limited			
Face value (£)	1.00	1.00	1.00
Number of shares	44,53,570	44,53,570	41,20,620
Amount in Rs. In lacs	**3,892.33**	**4,188.73**	**3,919.71**
Total	**5,723.62**	**6,020.02**	**5,751.00**
Aggregate amount of unquoted investments	**5,723.62**	**6,020.02**	**5,751.00**
Aggregate amount of impairment in value of investments	**-**	**-**	**-**

6 Non-current trade receivables

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Unsecured, Considered good	4.51	-	-
Unsecured, Considered doubtful	4.51	-	-
	9.02	-	-
Less: Allowance for bad and doubtful debts	(4.51)	-	-
Total	**4.51**	**-**	**-**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

7 Non-current loans

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Unsecured, considered good			
Security deposits	147.98	139.46	154.74
Loans and advances to Employees	10.48	15.75	19.69
Total	**158.46**	**155.21**	**174.43**

8 Other non-current financial assets

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Export incentives receivables	128.51	261.22	224.84
Deposits with maturity of more than 12 months*	15.83	14.83	15.08
Total	**144.34**	**276.05**	**239.92**

* Above bank deposits are pledged as margin money

9 Income tax assets (net)

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Advance payment of income tax (Net)	297.63	274.97	95.31
Total	**297.63**	**274.97**	**95.31**

10 Other non-current non-financial assets

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Capital Advance			
Unsecured, Considered good	59.46	25.05	94.13
Unsecured, Considered doubtful	14.63	14.63	14.63
Less: provisions for doubtful advances	(14.63)	(14.63)	(14.63)
Deferred lease expenses	4.56	10.33	-
Total	**64.02**	**35.38**	**94.13**

11 Inventories

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
(Valued at lower of cost and net realizable value)			
Raw materials	299.34	326.07	233.62
Packing materials	629.19	595.64	579.44
Work-in-progress	921.00	1,236.52	1,244.22
Finished goods - Includes goods in transit Rs. 53.01 lacs; (March 31,2017 Rs. 40.25 lacs; April 1, 2016 Rs. 43.56 lacs)	192.40	212.20	165.41
Traded goods - Includes goods in transit Nil; (March 31,2017 Rs. 28.22 lacs; April 1, 2016 Rs. 12.13 lacs)	166.74	108.19	52.63
Total	**2,208.67**	**2,478.62**	**2,275.32**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

12 Current Investments

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Investments in Mutual Funds (Quoted)			
(Measured as FVTPL)			
Birla Sun Life Short Term Opportunities Fund Growth	-	459.19	636.06
ICICI Prudential FMP Series 63 270 days plan D	-	390.19	354.71
Total	**-**	**849.38**	**990.77**
Aggregate amount of quoted investments and market value	**-**	**849.38**	**990.77**
Aggregate amount of impairment in value of investments	**-**	**-**	**-**

13 Current trade receivables

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Unsecured , Considered good			
Related parties			
ADF Foods (USA) Limited	11.43	-	-
ADF Foods (India) Limited	24.78	18.25	18.74
Others	3,944.09	3,118.87	3,073.43
Unsecured, considered doubtful			
Others	0.88	4.51	27.38
	3,981.18	**3,141.63**	**3,119.55**
Less: Allowance for bad and doubtful debts	(0.88)	(4.51)	(27.38)
Total	**3,980.30**	**3,137.12**	**3,092.17**

14 Cash and cash equivalents

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Balances with banks			
in Current account	20.52	4.05	45.29
in EEFC account	2,392.15	650.47	502.89
in Fixed deposit account	-	43.93	51.69
Cheque, drafts on hand	0.01	40.40	-
Cash on hand	7.69	16.23	17.37
Total	**2,420.37**	**755.08**	**617.24**

15 Bank balances other than above

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
in Current account *	87.46	63.67	72.53
in Fixed deposit account **	254.66	126.24	95.37
Total	**342.12**	**189.91**	**167.90**

* Balance with bank in current account is on account of earmark balance for unclaimed dividend.
**Deposit with original maturity of more than 3 months but less than 12 months.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

16 Current loans

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Unsecured, considered good			
Loans to employees	20.44	22.28	23.05
Total	**20.44**	**22.28**	**23.05**

17 Other current financial assets

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Derivative instruments			
Derivative foreign exchange forward contracts	-	638.81	275.61
Share application money			
ADF Foods (UK) Limited	-	-	275.19
Dividend from Subsidiary			
ADF Foods (UK) Limited	0.04	0.03	0.02
Interest accrued on fixed deposits and others	10.72	7.23	5.82
Export incentive receivable	323.14	177.57	193.01
Other receivables	0.36	0.76	3.33
Total	**334.26**	**824.40**	**752.98**

18 Other current non-financial assets

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Unsecured, considered good			
Advance to suppliers for services	4.71	10.02	59.30
Advance to suppliers for goods	30.25	201.99	119.97
Advance for expenses	0.35	0.99	6.60
ADF Foods (UK) Limited	-	-	0.03
Balances with Government authority	1,303.13	501.50	526.50
Prepayments	22.32	30.71	26.25
Deferred lease expenses	-	4.56	-
Others	-	0.03	-
Total	**1,360.76**	**749.80**	**738.65**

19 Equity share capital

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Authorized shares			
2,50,00,000 (March 31, 2017: 2,50,00,000; April 1, 2016: 2,50,00,000) equity shares of Rs. 10/- each fully paid	**2,500.00**	**2,500.00**	**2,500.00**
Issued, subscribed and fully paid share capital			
2,12,01,461 (March 31, 2017: 2,12,01,461; April 1, 2016: 2,20,00,000) equity shares of Rs. 10/- each	2,120.15	2,200.00	2,200.00
Less: Nil (March 31, 2017: 7,98,539; April 1, 2016: Nil) equity shares of Rs. 10/- each buyback during the year	-	(79.85)	-
	2,120.15	**2,120.15**	**2,200.00**
Shares forfeited			
7,56,600 (March 31, 2017: 7,56,600; April 1, 2016: 7,56,600) equity shares of Rs. 10/- each; amount originally paid up thereon @ Rs. 5 per share	37.83	37.83	37.83
Total	**2,157.98**	**2,157.98**	**2,237.83**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(a) Reconciliation of the shares outstanding at the beginning and at the end of the year

	No. of shares	Amount (Rs.)
Equity shares		
As at April 1, 2016	**2,20,00,000**	**2,237.83**
Buy-back during the year	(7,98,539)	(79.85)
As at March 31,2017	**2,12,01,461**	**2,157.98**
Changes during the year	-	**-**
As at March 31, 2018	**2,12,01,461**	**2,157.98**

Of the above 756,600 Equity Shares (Rs. 37.83 lacs) is forfeited and not cancelled by the company.

The board of Directors of the Company in its meeting held on July 27, 2016 approved buyback of equity shares. The Company adopted the open market route in accordance with the provisions contained in SEBI (Buyback of Securities) Regulations, 1998 (including any statutory modification(s), or re-enactments for the time being in force).

The buyback commenced on August 10, 2016 and closed on November 15, 2016. The company has bought back and extinguished 7,98,539 equity shares till the closure of buyback. The amount of total buyback of Rs. 9,63,07,029 represents 53.50% of the maximum buyback size. In respect of the shares so extinguished, the Company has adjusted an amount of Rs. 79,85,390/- against paid up Equity shares capital and Rs. 8,83,21,639/- agains Securities Premium.

(b) Terms / rights attached to equity shares

The company has one class of equity shares having a par value of Rs. 10 per share. Each shareholders is eligible for one vote per share held. The dividend propsed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, excpet in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

(c) Details of equity shares held by Shareholders holding more than 5% of the aggregate shares in the company

Particulars	As at March 31,2018	As at March 31,2017	*As at April 1, 2016
Mr. Ashok H. Thakkar			
No. of Shares	11,354	14,61,354	18,36,354
%	0.05%	6.89%	8.35%
Mr. Bimal R. Thakkar			
No. of Shares	22,76,074	22,76,074	22,01,074
%	10.74%	10.74%	10.00%
Mr. Bhavesh R. Thakkar			
No. of Shares	11,76,450	11,76,450	11,76,450
%	5.55%	5.55%	5.35%
Mr. Mishal A. Thakkar			
No. of Shares	21,098	18,21,098	18,21,098
%	0.09%	8.59%	8.28%
Mrs. Mahalaxmi R. Thakkar			
No. of Shares	19,58,022	19,58,022	19,58,022
%	9.24%	9.24%	8.90%
Mrs. Priyanka B. Thakkar			
No. of Shares	3,01,000	11,01,000	11,01,000
%	1.42%	5.19%	5.01%
JM Financial Services Limited			
No. of Shares	13,65,089	-	-
%	6.44%	-	-
Total - Number of shares	**71,09,087**	**97,93,998**	**1,00,93,998**
Total - %	**33.53%**	**46.20%**	**45.89%**

* As on April 1, 2016, paid up equity capital was 2,20,00,000 equity shares, however, the same has been reduced to 2,12,01,461 equity shares due to buy-back.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(d) Equity shares movement during the five years preceding March 31, 2018

Particulars	No. of shares		
	From 1st April 2013 to 31st March 2018	From 1st April 2012 to 31st March 2017	From 1st April 2011 to 1st April 2016
Aggregate no. of equity shares bought back	-	7,98,539.00	-

There are no shares reserved for issue under option and contracts/commitments for the sale of shares/disinvestment, including the terms and amounts.

20 Other equity

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Reserves and surplus			
Capital reserves			
Opening balance	105.00	105.00	105.00
Addition / (utilized) during the year	-	-	-
Closing balance	**105.00**	**105.00**	**105.00**
Capital redemption reserves			
Opening balance	79.85	-	-
Addition / (utilized) during the year	-	79.85	-
Closing balance	**79.85**	**79.85**	**-**
Securities premium account			
Opening balance	5,051.11	5,934.33	5,934.33
Addition / (utilized) during the year	-	(883.22)	-
Closing balance	**5,051.11**	**5,051.11**	**5,934.33**
General reserve			
Opening balance	763.97	763.97	763.97
Addition / (utilized) during the year			
Closing balance	**763.97**	**763.97**	**763.97**
Retained earning			
Opening balance	11,102.53	9,746.10	9,746.10
Utilised for buyback of equity shares*	-	(79.85)	-
	11,102.53	**9,666.25**	**9,746.10**
Add: profit for the year	2,222.37	1,435.74	-
Add: Remeasurement of defined benefit plan	4.46	0.54	
Less: Dividend paid	(529.37)	-	-
Less: Tax on dividend	(107.90)	-	-
Movement during the year	**1,589.56**	**1,436.28**	**-**
Closing balance	**12,692.09**	**11,102.53**	**9,746.10**
Cash flow hedge reserve			
Opening balance	506.56	270.36	260.49
Add: Change in fair value of hedging instrument	(724.89)	361.21	15.09
Less: Deferred tax	211.09	(125.01)	(5.22)
Closing balance	**(7.24)**	**506.56**	**270.36**
Total Reserves and Surplus	**18,684.78**	**17,609.05**	**16,819.78**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

Nature of Reserves

(a) Capital reserve

The Company recognises profit and loss on purchase, sale, issue or cancellation of the Company's own equity instruments to capital reserve.

(b) Capital redemption reserve

As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve.

(c) Securities Premium

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

(d) Cash flow Hedge reserve

The company uses hedging instruments as part of its management of foreign currency risk associated with its highly probable forecast sale. For hedging foreign currency risk, the company uses foreign currency forward contracts which are designated as cash flow hedges.
To the extent these hedges are effective; the change in fair value of the hedging instrument is recognised in the cash flow hedging reserve. Amounts recognised in the cash flow hedging reserve is reclassified to profit or loss when the hedged item affects profit or loss.

21 Non-current borrowings

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Secured			
Due to Bank under Car Loan Agreement (Refer Note no. 21.1 and 21.3)	2.54	9.92	16.88
Due to others under Car Loan Agreement (Refer Note no. 21.2)	-	-	8.64
Total	**2.54**	**9.92**	**25.52**

21.1 Secured by hypothecation of asset purchased, repayable in 35 instalments. The loan carries interest @ 10.25% p.a.

21.2 Secured by hypothecation of asset purchased, repayable in 35 instalments. The loan carries interest @ 9.37% p.a. Current maturity of car loan includes Rs. 8.64 lacs which is disclosed in Note 26 ' Other Current Financial Liabilities'.

21.3 Secured by hypothecation of asset purchased, repayable in 59 instalments. The loan carries interest @ 9.49% p.a.

22 Non-current provisions

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Provision for employee benefits (Refer Note no. 46)			
For compensated absences	54.04	43.33	25.45
For compensated sick leaves	6.50	4.16	-
For gratuity	156.52	136.22	110.38
Total	**217.06**	**183.71**	**135.83**

23 Deferred tax liabilities

a) Tax expense recognised in profit and loss:

Particulars	As at March 31,2018	As at March 31,2017
Current tax expense for the year	1,023.20	637.45
Tax expense of prior year	-	2.44
Net current tax expenses	**1,023.20**	**639.89**
Deferred Income tax liability / (asset), (net)		
Origination and reversal of temporary differences	(165.23)	131.62
Total	**857.97**	**771.51**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

b) Tax expense recognised in other comprehensive income:

Particulars	As at March 31,2018	As at March 31,2017
Items that will not be reclassified subsequently to profit or loss		
Re-measurements of the defined benefit plans	(1.83)	(0.28)
Items that will be reclassified subsequently to profit or loss		
Net gain / (loss) on cash flow hedges	211.09	(125.01)
Total	**209.26**	**(125.29)**

c) Reconciliation of effective tax rate

Particulars	As at March 31,2018	As at March 31,2017
Profit before tax	3,080.34	2,207.25
Tax using the company's domestic tax rate	1,066.05	763.88
(March 31, 2018 - 34.61 % , March 31, 2017 - 34.61 %)		
Tax effect of:		
Expenses not deductible for tax purposes	23.25	29.07
Other exemption income	(75.79)	(21.44)
Differences in tax rate *	(154.79)	-
Others	(0.75)	-
Total	**857.97**	**771.51**

*Reduced rate of 29,12% is applicable for company's which have reported a turnover of upto Rs.250 crores during FY-2016-17 as mentioned in Annual Budget 2018-19 and the same has been used by the company for calculating deferred tax as future tax rate is to be used.

d) Movement in deferred tax balances

	Current Year					
Particulars	**Net Balance April 01, 2017**	**Recognised in profit or loss**	**Recognised in OCI**	**Net Balance March 31, 2018**	**Deferred tax asset**	**Deferred tax liability**
Deferred tax assets / (liabilities)						
Property,plant and equipment	(994.38)	88.65		(905.74)	-	(905.74)
Cash flow hedge reserve	(130.23)		211.09	80.86	80.86	-
Employee benefits	76.84	1.40	(1.83)	76.41	76.41	-
Provision for doubtful advances	6.56	(0.74)		5.82	5.82	-
Fair value of Mutual fund	(75.92)	75.92		-	-	-
Net Deferred tax assets / (liabilities)	**(1,117.13)**	**165.23**	**209.26**	**(742.65)**	**163.09**	**(905.74)**

	Previous Year					
Particulars	**Net Balance April 01, 2016**	**Recognised in profit or loss**	**Recognised in OCI**	**Net Balance March 31, 2017**	**Deferred tax asset**	**Deferred tax liability**
Deferred tax assets / (liabilities)						
Property,plant and equipment	(877.23)	(117.16)		(994.38)	-	(994.38)
Cash flow hedge reserve	(5.22)		(125.01)	(130.23)	-	(130.23)
Employee benefits	64.08	13.04	(0.28)	76.84	76.84	-
Provision for doubtful advances	24.16	(17.62)		6.56	6.56	-
Fair value of Mutual fund	(66.02)	(9.90)		(75.92)	-	(75.92)
Net Deferred tax assets / (liabilities)	**(860.23)**	**(131.63)**	**(125.29)**	**(1,117.13)**	**83.40**	**(1,200.53)**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

24 Current borrowings

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Secured Loan			
Loans repayable on demand			
From banks			
State Bank of India	45.08	365.82	87.66
Bank of Baroda	85.00	78.59	87.14
HDFC Bank	-	-	363.52
Total	**130.08**	**444.41**	**538.32**

Secured loan availed from the above mentioned banks is secured by hypothecation of the Current Assets of the Company, the whole of the immovable properties pertaining to DTA divisions situated at Plot No: 83/86, and 40, 40/1, 40/2, & 40/3 in GIDC industrial area, Nadiad including movable Plant & machinery, stores, spares tools and accessories and other movable both present and future of the Company which have been provided as collateral security, ranking pari pasu in favour of the Company's bankers. The said Working Capital limits are repayable on demand and the interest payable on Rupee borrowings range from 7.65 % to 11.25 % p.a. and on foreign currency borrowings is LIBOR plus margin (200 basis points).

25 Current trade payables

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Trade payables			
Dues to micro and small enterprises (Refer Note no. 40)	59.72	29.89	16.64
Dues to others	1,043.68	870.81	836.59
Total	**1,103.40**	**900.70**	**853.23**

26 Other current financial liabilities

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Related parties			
ADF Foods (USA) Limited	-	1.77	-
ADF Foods (UK) Limited	-	8.27	24.93
Derivative instruments			
Derivative Foreign exchange forward contracts	107.31	-	-
Current maturity of long term borrowings	7.38	24.69	24.95
Interest accrued but not due on loans	-	-	0.18
Employees related payables	77.31	58.02	61.75
Book overdraft	173.41	72.60	137.05
Unpaid dividend	87.46	63.67	72.53
Other liabilities	64.38	74.77	75.81
Total	**517.25**	**303.79**	**397.20**

27 Other current non-financial liabilities

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Advances from customers	4.57	14.07	45.48
Statutory dues and other dues payable	304.23	59.79	47.26
Other liabilities	-	3.70	6.17
Total	**308.80**	**77.56**	**98.91**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

28 Current provisions

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Provision for employee benefits (Refer Note no. 46)			
For compensated absences	4.90	7.25	8.48
For compensated sick leaves	1.05	0.55	6.11
For gratuity	14.59	8.35	12.26
Total	**20.54**	**16.15**	**26.85**

29 Income tax liabilities (net)

Particulars	As at March 31,2018	As at March 31,2017	As at April 1, 2016
Provision for taxation (net)	246.39	-	60.68
Total	**246.39**	**-**	**60.68**

30 Revenue from operations

Particulars	March 31,2018	March 31,2017
Sale of products (inclusive of excise duty)	16,378.83	15,821.39
Other operating revenue		
Export incentive	790.22	745.73
Total	**17,169.05**	**16,567.12**

Consequent to the introduction of Good and Service Tax (GST) w.e.f July 01, 2017, Central excise, Value Added Tax(VAT), etc. have been subsumed into GST. In accordance with Indian Accounting Standard -18 on Revenue and Schedule III of the Companies Act 2013, unlike excise duties, levies like GST , VAT , etc. are not part of revenue. Accordingly , figure for the year ended March 31, 2018 is not strictly relatable to previous year.

Sale of goods includes excise duty collected from customers of Rs. 12.21 lacs; (March 31, 2017 Rs. 31.39 lacs)

31 Other income

Particulars	March 31,2018	March 31,2017
Interest income from		
Bank deposits	17.43	13.54
Others	17.76	12.32
Dividend income		
From subsidiary	0.04	0.03
From other investments	-	0.65
Unwinding of discount on security deposit	5.37	1.06
Income from investment measured at FVTPL (Refer Note No. 51)	18.43	89.94
Foreign exchange gain (net)	938.59	372.94
Liabilities no longer required written back	25.70	8.68
Miscellaneous income	47.57	61.59
Total	**1,070.89**	**560.75**

Income from investment measured at FVTPL includes fair valuation impact of Rs. 18.43 lacs (Previous year Rs. 28.80 lacs)

32 Cost of materials consumed

(a) Raw material consumed

Particulars	March 31,2018	March 31,2017
Inventories at the beginning of the year	326.07	233.62
Add: Purchases (net)	5,595.53	5,830.09
	5,921.60	**6,063.71**
Less: Inventories at the end of the year	299.34	326.07
Total	**5,622.26**	**5,737.64**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(b) Packing material consumed

Particulars	March 31,2018	March 31,2017
Inventories at the beginning of the year	595.64	579.44
Add: Purchases (net)	2,231.83	2,186.56
	2,827.47	**2,766.00**
Less: Inventories at the end of the year	629.19	595.64
Total	**2,198.28**	**2,170.36**
Total cost of materials consumed	**7,820.54**	**7,908.00**

(c) Purchase of stock-in-trade

Particulars	March 31,2018	March 31,2017
Purchases	1,140.78	1,109.38
Total	**1,140.78**	**1,109.38**

33 Changes in inventories of finished goods, stock in trade and work-in-progress

Particulars	March 31,2018	March 31,2017
Inventories at the beginning of the year		
Work-in progress	1,236.52	1,244.22
Finished goods	212.20	165.41
Stock in trade	108.19	52.63
	1,556.91	**1,462.26**
Less: Inventories at the end of the year		
Work-in progress	921.00	1,236.52
Finished goods	192.40	212.20
Stock in trade	166.74	108.19
	1,280.14	**1,556.91**
Total	**276.77**	**(94.65)**

34 Excise Duty

Particulars	March 31,2018	March 31,2017
Duty paid on sales	12.21	31.39
Total	**12.21**	**31.39**

35 Employee benefits expenses

Particulars	March 31,2018	March 31,2017
Salaries and wages	1,197.57	1,194.95
Contribution to provident fund and other funds	130.21	119.54
Staff welfare expenses	58.86	63.95
Total	**1,386.64**	**1,378.44**

36 Finance costs

Particulars	March 31,2018	March 31,2017
Interest expense on		
Borrowing from banks	51.39	24.07
Borrowing from financial institutions	2.18	4.23
Others	59.14	66.26
Total	**112.71**	**94.56**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

37 Depreciation and amortisation

Particulars	March 31,2018	March 31,2017
Tangible assets	433.16	426.65
Intangible assets	2.76	8.54
Total	**435.92**	**435.19**

38 Other expenses

Particulars	March 31,2018	March 31,2017
Freezing and preservation charges	29.94	21.29
Power & fuel	443.86	415.50
Electricity	11.71	16.80
Water charges	12.56	13.16
Rent includes lease rent	203.66	203.39
Repairs and maintenance to building	35.51	27.96
Repairs and maintenance to machinery	74.80	67.93
Repairs and maintenance to others	31.60	24.30
Insurance	35.22	36.53
Rates and taxes	45.16	62.79
Communication expenses	43.44	44.39
Travelling and conveyance expenses	359.92	461.84
Motor car expenses	54.30	52.21
Printing and stationery expenses	12.32	15.53
Freight and forwarding expenses	1,257.47	1,038.78
Sales commission and claims	204.81	274.40
Advertisement	413.05	416.17
Sales and marketing expenses - international	215.06	209.18
Sales and marketing expenses - domestic	11.70	70.73
Donations	2.64	0.41
Legal and professional fees	168.57	205.74
Payment to auditor (Refer Note no.38.1)	13.90	13.74
CSR expenses	41.93	54.97
Registration and filling fees	2.58	6.14
Directors' sitting fees	18.45	13.50
Bad debts written off	-	47.98
Loss on sale of fixed assets / assets scrapped	14.03	1.75
Written back / provision for doubtful trade receivables	0.89	(50.71)
Miscellaneous expenses	214.95	291.91
Total	**3,974.03**	**4,058.31**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

38.1 Payment to Auditors:

	March 31,2018	March 31,2017
Payment to auditor comprise :		
For statutory Audit	10.50	10.50
For other services	3.38	3.13
For reimbursement of expenses	0.02	0.11
Total	**13.90**	**13.74**

39. Contingent Liabilities and Commitments

a. Contingent Liabilities

Rs. in lacs

Sr. No	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
1.	**Claims against the company not acknowledged as debts:**			
a.	Income Tax Matters	289.04	585.78	194.90
b.	Service Tax Matters	463.54	463.54	433.01
c.	Legal Cases	19.05	11.05	19.97
2.	**Guarantees:**			
	Guarantees issued by the banks (net of margin money)	5.86	7.43	9.02

Notes:

a. It is not practicable for the Company to estimate the timing of cash outflows, if any, in respect of above pending resolution of the respective proceedings as it is determinable only on receipt of judgments/decisions pending with various forums/authorities.

b. The Company does not expect any reimbursements in respect of the above contingent liabilities.

b. Capital commitments

Rs. in lacs

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Capital commitments (net of advances)	90.04	14.13	70.44

40. Dues to Micro and Small Enterprises

Micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified by the Company on the basis of the information available with the Company and the auditors have relied on the same. Sundry creditors include total outstanding dues to micro enterprises and small enterprises amounting to Rs. 59.72 lacs (2016-17: Rs. 29.89 lacs and 2015-16: Rs.16.64 lacs). The disclosures pursuant to MSMED Act based on the books of account are as under:

Rs. in lacs

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Dues remaining unpaid	59.72	Nil	2.49
Principal	59.55	Nil	2.47
Interest	0.17	Nil	0.05
Interest paid in terms of Section 16 of MSMED Act	Nil	Nil	Nil

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year but without adding the interest specified under the MSMED Act	Nil	Nil	Nil
Amount of interest accrued and remaining unpaid	0.17	Nil	0.05
Amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	Nil	Nil	Nil

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

41. Disclosures made in terms of schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

a. Advances to Subsidiaries

Loans and advances in the nature of loans given to subsidiaries, associates, firms / companies in which directors are interested:

Rs. in lacs

Name of the party	Relationship	Amount outstanding as at March 31, 2018	Amount outstanding as at March 31, 2017	Amount outstanding as at April 01, 2016	Maximum balance outstanding during the year
ADF Holdings (USA) Limited	Subsidiary	Nil	Nil	1.04	Nil
ADF Foods (UK) Limited	Subsidiary	Nil	Nil	275.21	Nil

b. Deposits paid to related parties

Interest free security deposit of Rs. 10.50 lacs (2016-17: Rs. 11.00 lacs and 2015-16: Rs. 11.50 lacs), paid for guest house taken on lease from a Related party.

42. Disclosures u/s 186(4) of the Companies Act, 2013

Details of investments made are disclosed under Note -5. There are no loans or guarantees given by the company.

43. Disclosures in respect of lease

The Company's significant leasing arrangements are in respect of operating leases for Commercial / Official premises. Lease expenditure for operating leases are recognised on straight line basis over the period of lease. These leasing arrangements are non-cancellable, and are renewable on periodic basis by mutual consent on mutually accepted terms. The particulars of the premises taken on operating leases are as under:

Rs. In lacs

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
i) Not later than one year	163.54	165.94	147.70
ii) Later than one year and not later than five years	141.55	304.59	22.83
iii) Later than five years	40.83	41.33	42.33

Lease payment recognised in the Statement of Profit and Loss for the year ended is Rs. 198.99 lacs (2016-17: Rs. 201.39 lacs and 2015-16: Rs. 203.48 lacs).

44. Related party disclosures

List of related parties as required by Ind AS – 24, "Related Party Disclosure" are given below

Sr. No:	Related party relationship	Name of the Related Parties
1.	Direct subsidiaries	Power Brands (Foods) Private Limited (Under members' voluntary liquidation-refer note no. 49)
		ADF Foods UK Limited
		ADF Foods (India) Limited
2.	Indirect subsidiaries	ADF Holdings (USA) Limited
		ADF Foods (USA) Limited
3.	Key managerial personnel	Mr. Ashok H. Thakkar – Chairman
		Mr. Bimal R. Thakkar – Managing Director and Chief Executive Officer
		Mr. Bhavesh R. Thakkar – Executive Director and Chief Financial Officer
4.	Relative of key managerial personnel	Mr. Mishal A. Thakkar – Vice-President
		Mrs. Mahalaxmi R. Thakkar (Relative of Directors)

The following transactions were carried out with the related parties in the ordinary course of business

Rs. In lacs

Particulars	Financial Year	Direct Subsidiaries	Indirect Subsidiaries	Key Managerial Personnel	Relatives of Key managerial personnel	Total
Other Income	2017-18	0.04	-	-	-	0.04
	2016-17	0.03	-	-	-	0.03
	2015-16	0.02	-	-	-	0.02

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

Particulars	Financial Year	Direct Subsidiaries	Indirect Subsidiaries	Key Managerial Personnel	Relatives of Key managerial personnel	Total
Sale of goods	2017-18	121.58	33.64	-	-	155.22
	2016-17	163.25	138.16	-	-	301.41
	2015-16	164.20	35.76	-	-	199.96
Other expenses charged by the company	2017-18	-	-	-	-	-
	2016-17	-	29.72	-	-	29.72
	2015-16	-	40.34	-	-	40.34
Salary	2017-18	-	-	182.50	18.55	201.05
	2016-17	-	-	162.41	14.70	177.11
	2015-16	-	-	154.35	12.21	166.56
Rent	2017-18	-	-	-	0.50	0.50
	2016-17	-	-	-	0.50	0.50
	2015-16	-	-	-	0.50	0.50
Investment in Equity Shares of ADF Foods (UK) Limited.	2017-18	-	-	-	-	-
	2016-17	-	-	-	-	-
	2015-16	135.20	-	-	-	135.20
Investment in Preference Shares of ADF Foods (UK) Limited.	2017-18	-	-	-	-	-
	2016-17	269.02	-	-	-	269.02
	2015-16	3,919.71	-	-	-	3,919.71
Preference Share Application of ADF Foods (UK) Limited	2017-18	-	-	-	-	-
	2016-17	-	-	-	-	-
	2015-16	1,768.78	-	-	-	1,768.78

Balances outstanding at the end of the year:

Rs. In lacs

Particulars	Financial Year	Direct Subsidiaries	Indirect Subsidiaries	Key Managerial Personnel	Relatives of Key managerial personnel	Total
Non-current investments	2017-18	5,723.63	-	-	-	5,723.63
	2016-17	6,020.02	-	-	-	6,020.02
	2015-16	5,751.00	-	-	-	5,751.00
Non-Current loans (Security Deposit)	2017-18	-	-	-	10.50	10.50
	2016-17	-	-	-	11.00	11.00
	2015-16	-	-	-	11.50	11.50
Other Current Liabilities	2017-18	-	-	-	-	-
	2016-17	8.27	-	-	-	8.27
	2015-16	24.93	-	-	-	24.93
Trade payable	2017-18	44.16	-	-	-	44.16
	2016-17	44.16	1.77	-	-	45.93
	2015-16	44.16	-	-	-	44.16
Trade receivable	2017-18	24.78	11.43	-	-	36.21
	2016-17	18.25	-	-	-	18.25
	2015-16	18.74	-	-	-	18.74
Short- term loans and advances	2017-18	0.04	-	-	-	0.04
	2016-17	0.03	-	-	-	0.03
	2015-16	275.21	1.04	-	-	276.25

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

Material related party transactions as under:

Rs. In lacs

Particulars	Name of the related parties	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Sale of goods	ADF Foods (India) Limited	121.58	163.25	164.20
	ADF Foods (USA) Limited	33.64	138.16	35.76
Other expenses charged by the company	ADF Foods (USA) Limited	-	29.72	40.34
Preference share applications	ADF Foods (UK) Limited	-	-	1,768.78

Particulars	Name of the related parties	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Salary	Mr. Ashok H. Thakkar	61.23	54.63	51.45
	Mr. Bimal R. Thakkar	61.23	54.67	51.45
	Mr. Bhavesh R. Thakkar	60.04	53.11	51.45
	Mr. Mishal A. Thakkar	18.55	14.70	12.21
Rent	Mrs. Mahalaxmi R. Thakkar	0.50	0.50	0.50
Non-current investments	ADF Foods (UK) Limited	5,718.62	6,015.02	5,746.00
Long-term loans and advances	Mrs. Mahalaxmi R. Thakkar	10.50	11.00	11.50
Trade receivable	ADF Foods (India) Limited	24.78	18.25	18.74
	ADF Foods (USA) Limited	11.43	-	-
Trade payable	Power Brands (Foods) Pvt. Ltd.	44.16	44.16	44.16
Other Liabilities	ADF Foods (UK) Limited	-	8.27	24.93
Short- term loans and advances	ADF Foods (UK) Limited	0.04	0.03	275.21
	ADF Foods (USA) Limited	-	-	1.04

Compensation to Key Managerial Personnel is as follows:

Rs. in lacs

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Short term employee benefits	3.08	2.80	2.45
Post retirement benefits	68.54	60.00	50.48
Share based payment transactions	-	-	-

45. Financial and derivative instruments – Hedge Accounting

i) Impact of hedging activities

a. **Disclosure of effects of hedge accounting on financial position:**

March 31, 2018

Rs. in lacs

Types of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity date	Hedge ratio*	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities				
Cash flow hedge foreign exchange risk foreign exchange forward contracts	9,638.04	-	-	107.31	April 2017 to March 2018	1:1	(724.89)	724.89

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

March 31, 2017 **Rs. in lacs**

Types of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity date	Hedge ratio*	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities				
Cash flow hedge foreign exchange risk foreign exchange forward contracts	8,681.24	-	638.81	-	April 2016 to March 2017	1:1	361.22	(361.22)

March 31, 2016 **Rs. in lacs**

Types of hedge and risks	Nominal value		Carrying amount of hedging instrument		Maturity date	Hedge ratio*	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities				
Cash flow hedge foreign exchange risk foreign exchange forward contracts	8,341.16	-	275.61	-	April 2015 to March 2016	1:1	15.09	(15.09)

*The foreign exchange forward contracts are denominated in the same currency as the highly probable future sales therefore the hedge ratio is 1:1.

b. **Disclosure of effects of hedge accounting on financial performance**

March 31, 2018 **Rs. in lacs**

Type of Hedge	Change in the value of hedging instrument recognised in other comprehensive income	Hedge effectiveness recognised in profit or (loss)	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge foreign exchange risk	(724.89)	(19.24)	506.59	Other income

March 31, 2017 **Rs. in lacs**

Type of Hedge	Change in the value of hedging instrument recognised in other comprehensive income	Hedge effectiveness recognised in profit or (loss)	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge foreign exchange risk	361.22	0.66	270.38	Other income

The Company's hedging policy only allows for effective hedge relationships to be established. Hedge effectiveness is determined at the inception of the hedge relationship and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Company enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item, and so a qualitative assessment of effectiveness is performed. If changes in circumstances affect the terms of the hedged item such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the Company uses the hypothetical derivative method to assess effectiveness.

Ineffectiveness is recognised on a cash flow hedge where the cumulative change in the designated

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

Component value of the hedging instrument exceeds on an absolute basis the change in value of the hedged item attributable to the hedged risk. In hedges of foreign currency forecast sale may arise if:

- the critical terms of the hedging instrument and the hedged item differ (i.e. nominal amounts, timing of the forecast transaction, interest resets changes from what was originally estimated), or

- differences arise between the credit risk inherent within the hedged item and the hedging instrument.

Refer Note - 20 for the details related to movement in cash flow hedging reserve.

46. Employee Benefits

a) Defined contribution plans

Amount of Rs. 75.16 lacs (2016-17: Rs. 78.35 lacs and 2015-16: Rs. 75.98 lacs) representing contribution to provident fund is recognised as an expense and is included in "Employee benefits expenses" in the Statement of Profit and Loss.

Amount of Rs. 11.92 lacs (2016-17: Rs. 7.46 lacs and 2015-16: Rs. 6.55 lacs) representing contribution to Employee State Insurance scheme is recognised as an expense and is included in "Employee benefits expenses" in the Statement of Profit and Loss.

b) Defined benefit plan

Compensated absence

Provision for compensated absences is made for outstanding leave balance at the year end at basic salary cost which can be utilized in future and are en-cashable. Amount of Rs 58.94 lacs (2016-17: Rs. 50.58 lacs and 2015-16: Rs. 33.93 lacs) has been recognised in balance sheet of which Rs 54.04 lacs (2016-17: Rs. 43.33 lacs and 2015-16: Rs. 25.45 lacs) shown under long term provision and balance Rs 4.90 lacs (2016-17: Rs. 7.25 lacs and 2015-16: Rs. 8.48 lacs) is shown under short term provision as given in the Actuarial report as on March 31, 2018.

Expenses of Rs 23.99 lacs (2016-17: Rs. 33.34 lacs and 2015-16: Rs. 13.77 lacs) are recognised in the Statement of Profit and Loss.

Compensated sick leave

Provision for compensated absences is made for outstanding sick leave balance at the year end at gross salary which can be utilized in future and are non en-cashable. Amount of Rs 7.55 lacs (2016-17: Rs. 4.71 lacs and 2015-16: Rs. 6.11 lacs) has been recognised in balance sheet of which Rs. 6.50 lacs (2016-17: Rs. 4.16 lacs and 2015-16: Nil) shown under long term provision and balance Rs 1.05 lacs (2016-17: Rs. 0.55 lacs and 2015-16: Rs. 6.11 lacs) is shown under short term provision as given in the Actuarial report as on March 31, 2018.

Expenses of Rs. 2.84 lacs (2016-17: Rs. (1.40) lacs and 2015-16: Rs. 13.77 lacs) are recognised in the Statement of Profit and Loss.

Gratuity

Funded

The Company has offered its employees defined benefit plan in the form of Group Gratuity Scheme. Gratuity Scheme covers all qualifying employees as statutorily required under the Payment of Gratuity Act, 1972. The Company has made irrevocable contribution of funds to LIC of India.

The present value of the defined benefit obligation and the related current service cost is measured using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date.

Unfunded

Amount of Rs 171.11 lacs (2016-17: Rs. 144.57 lacs and 2015-16: Rs. 122.64 lacs) has been recognised in balance sheet of which Rs 156.52 lacs (2016-17: Rs. 136.22 lacs and 2015-16: Rs. 110.38 lacs) shown under long term provision and balance Rs 14.59 lacs (2016-17: Rs. 8.35 lacs and 2015-16: Rs. 12.26 lacs) is shown under short term provision as given in the Actuarial report as on March 31, 2018

The present value of the defined benefit obligation and the related current service cost is measured using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date

Rs. In lacs

	Particulars	**Gratuity (funded and unfunded)**	
		2017-18	**2016-17**
I	**Present value of obligation**		
	Liability at the beginning of the year	293.29	258.87
	Interest cost	21.55	20.30
	Current service cost	25.08	25.65
	Benefit paid	(11.88)	(10.28)
	Benefit payable by the Company	-	-
	Actuarial (gain) / loss on obligations	(5.01)	(1.26)
	Liability at the end of the year	333.06	293.29

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

	Particulars	Gratuity (funded and unfunded)	
		2017-18	2016-17
II	**Change in Plan Assets**		
	Fair value of plan assets at the beginning of the year	148.72	136.24
	Adjustment to opening balance	-	1.74
	Interest Income	11.27	9.83
	Actual return on plan assets	-	-
	Employer's Contributions	15.11	11.64
	Benefit paid	(11.88)	(10.28)
	Gratuity due but not paid	-	-
	Re-measurement – return on assets	(1.27)	(0.45)
	Fair value of plan assets at the end of the year	161.95	148.72
III	**Amount recognised in the balance sheet**		
	Liability at the end of the year	333.06	293.29
	Fair value of plan assets at the end of the year	161.95	148.72
	Present value of unfunded obligations	171.11	144.58
IV	**Expenses recognised in the Statement of Profit and Loss**		
	Current service cost	25.08	25.65
	Interest cost	21.55	20.30
	Actual return on plan assets	(11.28)	(9.83)
	Net actuarial (gain) / loss to be recognised	6.29	(0.81)
	Expense recognised in Statement of Profit and Loss	41.64	35.31
V	**Actuarial assumptions :**		
	Discount rate	**7.50%**	7.50%
	Rate of return on plan assets	**7.50%**	7.50%
	Salary escalation	**6.00%**	6.00%
	Mortality	Indian Assured lives Mortality(2006-08) Ultimate	

The Company has partly funded the closing balance of present value of obligation to the extent of Rs. 161.95 lacs, the balance of Rs. 171.11 lacs is unfunded.

Experience Adjustments for the current and previous four years

Rs. In lacs

Experience	2017-18	2016-17	2015-16	2014-15	2013-14
Defined Benefit Obligation	333.06	293.29	258.87	277.67	187.88
-Plan Assets	161.95	148.71	136.24	130.21	100.20
Status [Surplus / (Deficit)]	(171.11)	(144.58)	(122.64)	(92.26)	(87.67)
Experience Adjustments of Obligation [(Gain)/Loss]	6.29	(0.81)	9.75	(2.49)	10.19

47. Computation of earnings per share

Rs. In lacs

Particulars	2017-18	2016-17
Profit after tax	2,222.37	1,435.74
Number of shares outstanding at the beginning of the year	2,12,01,461	2,20,00,000
Less: Buyback during the year	-	7,98,539
Weighted average number of equity shares outstanding at the end of the year	2,12,01,461	2,12,01,461
Earnings per share		
Basic	10.48	6.77
Diluted	10.48	6.77
Nominal value of Shares	10	10

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

48. The company has spent Rs. 41.93 lacs during the financial year (Previous year Rs.54.97 lacs) as per the provisions of section 135 of the companies Act, 2013 towards corporate social Responsibility (CSR) activities – grouped under 'other expenses'.

a. Gross amount required to be spent by the company during the year Rs.40.17 lacs (Previous year – Rs.39.49 lacs)

b. Amount spend during the year on:

Rs. In lacs

Particulars	Amount Spent in cash	Amount yet to be paid in cash *	Total Amount
Year ending March 31, 2018			
(i) Construction/Acquisition of an asset	-	-	-
(ii) On purposes other than (i) above	41.93	-	41.93
Total CSR Expenses*	**41.93**	**-**	**41.93**
Year ending March 31, 2017			
(i) Construction/Acquisition of an asset	24.36	-	24.36
(ii) On purposes other than (i) above	30.61	1.76	32.37
Total CSR Expenses	**54.97**	**1.76**	**56.73**

*Out of the above Rs. 1.76 lacs was spent towards previous year's CSR expenses and balance for current year.

49. The Company held majority shareholding in Power Brands (Foods) Private Limited ('PBFPL'). It presently holds 2,08,85,992 fully paid Equity Shares of Rs. 10/- each (including 20, 75,992 Equity shares acquired at Rs. 330.08 lacs in Financial Year 2012-13). PBFPL is presently under voluntary liquidation process.

Pursuant to a special resolution passed on November 5, 2012 by its members, PBFPL went into the members' voluntary liquidation. In the course of liquidation process, the voluntary liquidator, with the prior approval of the members vide their special resolution dated March 8, 2013, distributed PBFPL's intangible asset - Ashoka brand and part of cash and bank balance to its Shareholders in proportion to their respective shareholding in PBFPL while retaining certain other fixed and current assets to meet its contingent and other liabilities.

By virtue of the above distribution, the Company received Ashoka brand in the financial year 2012-13 (valued at Rs. 2,935.99 lacs by an independent valuer) in lieu of its investment in PBFPL's equity shares of Rs. 2,211.08 lacs. Accordingly, the Company capitalised the said brand in its books at Rs. 2,935.99 lacs in the said financial year after adjusting the same against the investment value of Rs. 2,211.08 lacs and carried the balance of Rs. 724.91 lacs to the credit of the Statement of Profit and Loss as an exceptional item in that year.

During the Financial Year 2012-13, the voluntary liquidator, with the prior approval of the members vide their special resolution dated 10th November 2014, distributed PBFPL's immovable property situated at Sewree, Mumbai and part of cash and bank balance to its Shareholders in proportion to their respective shareholding in PBFPL while retaining certain other current assets to meet with its contingent and other liabilities. The excess value of assets so received over the investment value in Equity Shares of PBFPL was accounted for in the Company's Statement of Profit & Loss under the head exceptional item.

Consequently, the investment in Equity Shares of PBFPL stand fully realised. However, pending completion of liquidation process, the Company has not surrendered the said shares to the Voluntary liquidator and they have been shown under the head "Investment" at nil value.

50. First-time adoption of Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in Note 2 have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet as at April 1, 2016 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

Exemption and Exception Availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

a) Ind AS optional exemptions

1. Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments to all assets and liabilities whose recognition is required by Ind AS. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets.

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value adjusted for certain adjustments whose recognition is required by Ind AS.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

2. Investments in subsidiaries

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its investment in subsidiaries as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments to all assets and liabilities whose recognition is required by Ind AS.

Accordingly, the Company has elected to measure all its investments in subsidiaries at their previous GAAP carrying value adjusted for adjustments whose recognition is required by Ind AS.

b) Ind AS mandatory exceptions

1. **Hedge accounting**

Hedge accounting can only be applied prospectively from the transition date to transactions that satisfy the hedge accounting criteria in Ind AS 109, at that date. Hedging relationships cannot be designated retrospectively, and the supporting documentation cannot be created retrospectively. As a result, only hedging relationships that satisfied the hedge accounting criteria as of April 1, 2016 are reflected as hedges in the Company's balance sheet under Ind AS.

The Company had designated various hedging relationships as cash flow hedges under the previous GAAP. On date of transition to Ind AS, the Company had assessed that all the designated hedging relationship qualifies for hedge accounting as per Ind AS 109. Consequently, the Company continue to apply hedge accounting on and after the date of transition to Ind AS.

2. **Estimates**

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Impairment of financial assets based on expected credit loss model.

- Financial assets as well as financial liability recognised at FVPL

3. **Classification and measurement of financial assets**

The company has classified and measured the financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

4. **Derocgnition of financial assets and financial liabilities**

The company has opted to apply the exemption available under Ind AS 101 to apply the derecognition criteria of Ind AS 109 prospectively for the transacion occuring on or after the date of transition to Ind AS

Reconciliation between previous GAAP and Ind AS

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101:

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

Reconciliation of equity as at date of transition April 1, 2016

Rs. in lacs

Particulars	Notes	Regrouped IGAAP*	Ind AS Adjustments	Ind AS
ASSETS				
Non-Current Assets				
Property, Plant and Equipment		4,872.63	-	4,872.63
Capital work-in-progress		23.49	-	23.49
Intangible Assets	a	2,145.39	-	2,145.39
Financial Assets				
Investments in Subsidiaries		5,751.00	-	5,751.00
Loans		174.43	-	174.43
Other Financial assets		239.92	-	239.92
Income Tax Assets (net)		95.31	-	95.31
Other Non-Financial Assets		94.13	-	94.13
Total Non-Current Assets		**13,396.30**	**-**	**13,396.30**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

Particulars	Notes	Regrouped IGAAP*	Ind AS Adjustments	Ind AS
Current Assets				
Inventories		2,275.32	-	2,275.32
Financial Assets				
Investments	b	800.00	190.77	990.77
Trade Receivables		3,092.17	-	3,092.17
Cash and Cash Equivalents		617.24	-	617.24
Bank Balances other than above		167.90	-	167.90
Loans		23.05	-	23.05
Other Financial Assets		752.98	-	752.98
Other Non - Financial Assets		738.65	-	738.65
Total Current Assets		**8,467.31**	**190.77**	**8,658.08**
TOTAL ASSETS		**21,863.61**	**190.77**	**22,054.38**
EQUITY AND LIABILITIES				
EQUITY				
Equity Share Capital		2,237.83	-	2,237.83
Other Equity		16,700.07	119.71	16,819.78
Total Equity		**18,937.90**	**119.71**	**19,057.61**
LIABILITIES				
Non-Current Liabilities				
Financial Liabilities				
Borrowings		25.52	**-**	25.52
Provisions		135.83	**-**	135.83
Deferred Tax Liability (net)	c	789.17	71.06	860.23
Total Non-Current Liabilities		**950.52**	**71.06**	**1,021.58**
Current Liabilities				
Financial Liabilities				
Borrowings		538.32	-	538.32
Trade Payables		853.23	-	853.23
Other Financial Liabilities		397.20	-	397.20
Other Non-Financial Liabilities	d	98.91	-	98.91
Provisions		26.85	-	26.85
Income Tax Liabilities (net)		60.68	-	60.68
Total Current Liabilities		**1,975.19**	**-**	**1,975.19**
TOTAL EQUITY AND LIABILITIES		**21,863.61**	**190.77**	**22,054.38**

Reconciliation of equity as at March 31, 2017

Rs. in lacs

Particulars	Notes	Regrouped IGAAP *	Ind AS Adjustments	Ind AS
ASSETS				
Non-Current Assets				
Property, Plant and Equipment		4,827.24	-	4,827.24
Capital work-in-progress		88.10	-	88.10
Intangible Assets	a	1,859.76	277.08	2,136.84
Financial Assets				
Investments in Subsidiaries		6,020.02	-	6,020.02
Loans		155.21	-	155.21
Other Financial Assets		276.05	-	276.05
Income Tax Assets (net)		274.97	-	274.97
Other Non-financial Assets		35.38	-	35.38
Total Non-Current Assets		**13,536.73**	**277.08**	**13,813.81**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

Particulars	Notes	Regrouped IGAAP *	Ind AS Adjustments	Ind AS
Current Assets				
Inventories		2,478.62	-	2,478.62
Financial Assets				
Investments	b	630.00	219.38	849.38
Trade Receivables		3,137.12	-	3,137.12
Cash and Cash Equivalents		755.08	-	755.08
Bank Balances other than above		189.91	-	189.91
Loans		22.28	-	22.28
Other Financial Assets		824.40	-	824.40
Other Non-Financial Assets		751.00	(1.20)	749.80
Total Current Assets		**8,788.41**	**218.18**	**9,006.59**
TOTAL ASSETS		**22,325.14**	**495.26**	**22,820.40**
EQUITY AND LIABILITIES				
EQUITY				
Equity Share Capital		2,157.98	-	2,157.98
Other Equity		17,414.83	194.22	17,609.05
Total Equity		**19,572.81**	**194.22**	**19,767.03**
Non-Current Liabilities				
Financial Liabilities				
Borrowings		9.92	-	9.92
Provisions		183.71	-	183.71
Deferred Tax Liability (net)	c	816.09	301.04	1,117.13
Total Non-Current Liabilities		**1,009.72**	**301.04**	**1,310.76**

Particulars	Notes	Regrouped IGAAP *	Ind AS Adjustments	Ind AS
Current Liabilities				
Financial Liabilities				
Borrowings		444.41	-	444.41
Trade Payables		900.70	-	900.70
Other Financial Liabilities		303.79	-	303.79
Other Non-financial Liabilities	d	77.56	-	77.56
Provisions		16.15	-	16.15
Total Current Liabilities		**1,742.61**	**-**	**1,742.61**
TOTAL EQUITY AND LIABILITIES		**22,325.14**	**495.26**	**22,820.40**

Reconciliation of total comprehensive income for the year ended March 31, 2017

Rs. in lacs

Particulars	Notes	Regrouped IGAAP*	Effects of Transition to Ind AS	Ind AS
INCOME				
Revenue from Operations		16,567.12	-	16,567.12
Other Income		532.54	28.21	560.75
Total Income		**17,099.66**	**28.21**	**17,127.87**
EXPENSES				
Cost of material consumed		7,908.00	-	7,908.00
Purchases of stock-in-trade		1,109.38	-	1,109.38
Changes in inventories of finished goods, stock-in-trade and work-in-progress		(94.65)	-	(94.65)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

Particulars	Notes	Regrouped IGAAP*	Effects of Transition to Ind AS	Ind AS
Excise Duty	e	31.39	-	31.39
Employee Benefit Expenses	f	1,377.63	0.81	1,378.44
Finance Costs		94.56	-	94.56
Depreciation and Amortization Expense		712.27	(277.08)	435.19
Other Expenses		4,058.31	-	4,058.31
Total Expenses		**15,196.89**	**(276.27)**	**14,920.62**
Profit Before Tax		**1,902.77**	**304.48**	**2,207.25**
Tax Expense				
Current Tax		639.89	-	639.89
Deferred Tax		26.11	105.51	131.62
Total Tax Expense		**666.00**	**105.51**	**771.51**
Profit for the Year		**1,236.77**	**198.97**	**1,435.74**

Particulars	Notes	Regrouped IGAAP*	Effects of Transition to Ind AS	Ind AS
Other Comprehensive Income				
Items that will not be reclassified subsequently to profit or loss				
Remeasurements of the defined benefit plan	f	-	0.81	0.81
Income tax relating to above		-	(0.28)	(0.28)
Items that will be reclassified subsequently to profit or loss			-	
Net gain/ (loss) on cash flow hedges		-	361.22	361.22
Income tax relating to above		-	(125.01)	(125.01)
Net Other Comprehensive Income		**-**	**236.74**	**236.74**
Total Comprehensive Income for the Year		**1,236.77**	**435.71**	**1,672.48**

Impact of Ind AS adoption on the statement of cash flows for the year ended March 31, 2017

Rs. in lacs

Particulars	Notes	Previous GAAP	Adjustments	Ind AS
Net cash flow from operating activities		1,787.14	(4.93)	1,782.21
Net cash flow from investment activities		(483.25)	6.29	(476.96)
Net cash flow from financing activities		(1,158.29)	(9.11)	(1,167.40)
Net increase / (decrease) in cash and cash equivalents		145.60	(7.75)	137.85
Cash and cash equivalents as at April 1, 2016		565.55	90.78	656.33
Effects of exchange rate changes on cash and cash equivalents		(39.10)	-	(39.10)
Cash and cash equivalents as at March 31, 2017		711.15	43.93	755.08

Previous GAAP figures have been reclassified/regrouped wherever necessary to conform with financial statements prepared under Ind AS.

Notes:

a. Reversal of amortisation of Trademark under IGAAP:

Under Indian GAAP, Trademark was amortized on a straight line basis considering a finite useful life. However, under Ind AS, an intangible asset shall be regarded by the entity as having an indefinite useful life when, based on an analysis of all of the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the entity. Hence, certain intangible assets are assessed as having indefinite useful life and are not amortised but are tested for impairment at least annually.

b. Fair value gains on financial instruments

Under Indian GAAP, the Company accounted for current investments at lower of cost or fair value. Under Ind AS, the Company has classified the mutual funds as subsequently measured at FVTPL. Such instruments are fair valued at each reporting date and the changes in fair value are recorded through profit and loss account. At the date of transition to Ind AS, difference between the instruments' fair value and Indian GAAP carrying amount has been recognised in retained earnings.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

c. Deferred tax on Ind AS adjustments

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of the balance sheet approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP.

d. i) Derivative Instruments - Foreign Exchange Forward Contracts

Under Previous GAAP, unrealised net loss on foreign exchange forward contracts, if any, as at each Balance Sheet date was provided for. Under Ind AS, foreign exchange forward contracts are mark-to-market as at Balance Sheet date and unrealised net gain or loss is recognised in profit and loss statement. Derivative assets and derivative liabilities are presented on gross basis.

ii) Security Deposit

Under the previous GAAP, interest free lease security deposits (that are refundable in cash on completion of the lease term) are recorded at their transaction value. Under Ind AS, all financial assets are required to be recognised at fair value. Accordingly, the Company has fair valued these security deposits under Ind AS. Difference between the fair value and transaction value of the security deposit has been recognised as deferred rent. Deferred rent is recognised as an expense on a straight line basis over the period of lease with corresponding recognition of interest income on the outstanding amount.

e. Excise Duty

Under Previous GAAP, excise duty was netted off against sale of goods. However, under Ind AS, excise duty is included in sale of goods and is separately presented as expense on the face of Statement of Profit and Loss. Thus, sale of goods under Ind AS has increased with a corresponding increase in expenses.

f. Other comprehensive income

Both under Indian GAAP and Ind AS the Company recognised costs related to post-employment defined benefit plan on an actuarial basis. Under Indian GAAP, actuarial gains and losses are charged to profit or loss, however in Ind AS the actuarial gains and losses are recognised through other comprehensive income.

51. Financial instruments – Fair values and risk management

Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value

Rs. in lacs

March 31, 2018	Carrying amount				Fair value			
	Fair value through profit and loss	Fair value through other comprehensive income	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
Non Current								
Trade Receivables	-	-	4.51	4.51	-	-	-	-
Loans	70.81	-	87.65	158.46	-	70.81	-	70.81
Other financial assets	-	-	144.34	144.34	-	-	-	-
Current								
Trade Receivables	-	-	3,980.30	3,980.30	-	-	-	-
Cash and cash equivalents	-	-	2,420.37	2,420.37	-	-	-	-
Bank balances other than above	-	-	342.12	342.12	-	-	-	-
Loans	-	-	20.44	20.44	-	-	-	-
Other financial assets	-	-	334.26	334.26	-	-	-	-
	70.81	**-**	**7,333.99**	**7,404.80**	**-**	**70.81**	**-**	**70.81**
Financial Liabilities								
Non Current								
Borrowings	-	-	2.54	2.54	-	-	-	-
Provisions	-	-	217.06	217.06	-	-	-	-
Current								-
Borrowings	-	-	130.08	130.08	-	-	-	-
Trade payables	-	-	1,103.40	1,103.40	-	-	-	-
Other Current Financial Liabilities	-	107.31	409.94	517.25	-	107.31	-	107.31
	-	**107.31**	**1,863.02**	**1,970.33**	**-**	**107.31**	**-**	**107.31**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

Rs. in lacs

March 31, 2017	Carrying amount				Fair value			
	Fair value through profit and loss	Fair value through other comprehensive income	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
Non Current								
Loans	60.87	-	94.34	155.21	-	60.87	-	60.87
Other financial assets	-	-	276.05	276.05	-	-	-	-
Current								
Investments	849.38	-	-	849.38	849.38	-	-	849.38
Trade Receivables	-	-	3,137.12	3,137.12	-	-	-	-
Cash and cash equivalents	-	-	755.08	755.08	-	-	-	-
Bank balances other than above	-	-	189.91	189.91	-	-	-	-
Loans	-	-	22.28	22.28	-	-	-	-
Other financial assets	-	638.81	185.59	824.40	-	638.81	-	638.81
	910.25	**638.81**	**4,660.37**	**6,209.43**	**849.38**	**699.68**	**-**	**1,549.06**
Financial Liabilities								
Non Current								
Borrowings	-	-	9.92	9.92	-	-	-	-
Provisions	-	-	183.71	183.71	-	-	-	-
Current								
Borrowings	-	-	444.41	444.41	-	-	-	-
Trade payables	-	-	900.70	900.70	-	-	-	-
Other Current Financial Liabilities	-	-	303.79	303.79	-	-	-	-
	-	**-**	**1,842.53**	**1,842.53**	-	-	-	-

Rs. in lacs

April 01, 2016	Carrying amount				Fair value			
	Fair value through profit and loss	Fair value through other comprehensive income	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
Non Current								
Loans	-	-	174.43	174.43	-	-	-	-
Other financial assets	-	-	239.92	239.92	-	-	-	-
Current								
Investments	990.77	-	-	990.77	990.77	-	-	990.77
Trade Receivables	-	-	3,092.17	3,092.17	-	-	-	-
Cash and cash equivalents	-	-	617.24	617.24	-	-	-	-
Bank balances other than above	-	-	167.90	167.90	-	-	-	-
Loans	-	-	23.05	23.05	-	-	-	-
Other financial assets	-	275.61	477.37	752.98	-	275.61	-	275.61
	990.77	**275.61**	**4,792.08**	**6,058.46**	**990.77**	**275.61**	**-**	**1,266.38**
Financial Liabilities								
Non Current								
Borrowings	-	-	25.52	25.52	-	-	-	-
Provisions	-	-	135.83	135.83	-	-	-	-
Current	-	-			-	-	-	-
Borrowings	-	-	538.32	538.32	-	-	-	-
Trade payables	-	-	853.23	853.23	-	-	-	-
Other Current Financial Liabilities	-	-	397.20	397.20	-	-	-	-
	-	-	**1,950.10**	**1,950.10**	-	-	-	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

Fair Value Hierarchy

The fair value of financial instruments as referred to in note above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- Level 1: Quoted prices for identical instruments in an active market;
- Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: Inputs which are not based on observable market data.

Calculation of Fair Values

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent with those used for the year ended March 31, 2016.

Financial assets and liabilities measured at fair value as at Balance Sheet date:

1. The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

2. The fair values of the derivative financial instruments has been determined using valuation techniques with market observable inputs. The models incorporate various inputs including the credit quality of counter-parties and foreign exchange forward rates.

3. Loans – Security Deposits have fair values that approximate to their carrying amounts as it is based on the net present value of the anticipated future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

52. Financial Risk Management

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is foreign exchange risk. The Company uses derivative financial instruments - foreign currency forward contracts to mitigate foreign exchange related risk exposures. The Company's exposure to credit risk, excluding receivables from related parties, is influenced mainly by the individual characteristic of each customer

(i) Credit Risk

Credit risk arises from trade receivables, cash and cash equivalents and deposits with banks and financial institutions.

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. Credit risk is managed on a financial asset basis. For banks and financial institutions, only high rated banks/institutions are accepted.

Company's maximum exposure to credit risk for each class of financial asset is the carrying amount of the financial assets recognised in the statement of financial position.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- Historical trend default in case of applicable financial asset
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counter party's ability to meet its obligations
- Other applicable macroeconomic information such as regulatory changes

A default on a financial asset is when the counter party fails to make contractual payments within agreed credit terms from the date when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to Rs. 3,980.30 lacs (March 31, 2017 – Rs. 3,137.12 lacs and March 31, 2016 – Rs.3092.17 lacs as at reporting date. Trade receivables are typically unsecured. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company expects that estimate of expected credit loss for impairment is immaterial based on historical trend and the nature of business. No provision is considered necessary as at reporting date other than disclosed in Note 13 and Management continuously assesses the requirement for provision on ongoing basis. During the period, the Company made no write-offs of trade receivables except for those disclosed in Note 38.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(ii) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Management regularly monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows to ensure it has sufficient cash to meet ongoing operational fund requirements.

Rs. in lacs

March 31, 2018		**Contractual cash flows**				
	Carrying Amount	**Total**	**Within 12 months**	**1-2 years**	**2-5 years**	**More than 5 years**
Financial Liabilities						
Non Current						
Borrowings	2.54	2.54		2.54	-	-
Current						
Borrowings	130.08	130.08	130.08	-	-	-
Trade payables	1,103.40	1,103.40	1,103.40	-	-	-
Current maturities of long term borrowings	7.38	7.38	7.38	-	-	-
Other Financial Liabilities	509.87	509.87	509.87	-	-	-
	1,753.27	**1,753.27**	**1,750.73**	**2.54**	-	-

March 31, 2017		**Contractual cash flows**				
	Carrying Amount	**Total**	**Within 12 months**	**1-2 years**	**2-5 years**	**More than 5 years**
Financial Liabilities						
Non Current						
Borrowings	9.92	9.92		7.38	2.54	-
Current						
Borrowings	444.41	444.41	444.41	-	-	-
Trade payables	900.70	900.70	900.70	-	-	-
Current maturities of long term borrowings	24.69	24.69	24.69	-	-	-
Other Financial Liabilities	27.91	27.91	27.91	-	-	-
	1,407.63	**1,407.63**	**1,397.71**	**7.38**	**2.54**	-

April 1, 2016		**Contractual cash flows**				
	Carrying Amount	**Total**	**Within 12 months**	**1-2 years**	**2-5 years**	**More than 5 years**
Financial Liabilities						
Non Current						
Borrowings	25.52	25.52		15.60	9.92	-
Current						
Borrowings	538.32	538.32	538.32	-	-	-
Trade payables	853.23	853.23	853.23	-	-	-
Current maturities of long term borrowings	24.95	24.95	24.95	-	-	-
Other Financial Liabilities	372.25	372.25	372.25	-	-	-
	1,814.27	**1,814.27**	**1788.75**	**15.60**	**9.92**	-

(iii) Currency Risk

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, GBP and EUR. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency. The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

The company's risk management policy is to hedge upto 50% of forecasted foreign currency sales for the subsequent 12 months. As per the risk management policy, foreign exchange forward contracts are taken to hedge upto 50% of the forecasted sales.

In accordance with its risk management policies and procedures, the Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to highly probable forecasted transactions. When derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedge exposure and assesses the effectiveness of the hedged item and hedging relationship based on economic relationship.

The carrying amount of the Company's exposure to foreign currency at the end of the reporting period expressed in INR, are as follows:

a) Trade and other receivables

Rs. In lacs

	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
Foreign currency	**Amount (in original currency)**	**Amount**	**Amount (in original currency)**	**Amount**	**Amount (in original currency)**	**Amount**
USD	41.88	2,729.01	33.08	2,145.38	33.85	2,247.16
GBP	13.35	1,231.10	11.19	904.21	11.36	1,082.78
EURO	0.19	15.37	0.24	16.34	0.42	31.15

b) Trade payable

Rs. In lacs

	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
Foreign currency	**Amount (in original currency)**	**Amount**	**Amount (in original currency)**	**Amount**	**Amount (in original currency)**	**Amount**
USD	1.47	95.70	1.96	127.07	2.34	155.21
GBP	0.54	50.03	0.66	53.23	0.66	62.65

c) Packing credit foreign currency (PCFC) loan

Rs. In lacs

	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
Foreign currency	**Amount (in original currency)**	**Amount**	**Amount (in original currency)**	**Amount**	**Amount (in original currency)**	**Amount**
USD	-	-	-	-	2.33	154.70

d) EEFC balance

Rs. In lacs

	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
Foreign currency	**Amount (in original currency)**	**Amount**	**Amount (in original currency)**	**Foreign currency**	**Amount (in original currency)**	**Amount**
USD	33.37	2,174.84	6.48	419.89	2.64	175.08
GBP	2.36	217.31	2.85	230.59	3.45	327.81

The following significant exchange rates have been applied during the year:

Particulars	**Year- end spot rate as at**	
	March 31, 2018	**March 31, 2017**
USD / INR	65.1700	64.8250
GBP / INR	92.2500	80.8000
EUR / INR	80.6222	69.2476

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

Sensitivity for above exposures

A fluctuation in the exchange rates of 5% with other conditions remaining unchanged would have the following effect on Company's profit or loss before taxes as at March 31, 2018 and March 31, 2017:

Particulars	Impact on profit after tax	
	For the year ended March 31, 2018	For the year ended March 31, 2017
USD / INR increase by 5%	91.22	73.86
USD / INR decrease by 5%	(91.22)	(73.86)
GBP / INR increase by 5%	41.30	30.52
GBP / INR decrease by 5%	(41.30)	(30.52)
EUR / INR increase by 5%	0.58	0.53
EUR / INR decrease by 5%	(0.58)	(0.53)

53. Previous year's figures have been regrouped / restated wherever necessary to conform to current year's classification.

54. Figures have been rounded off to the nearest lacs.

As per our report of even date

For KALYANIWALLA & MISTRY LLP
Chartered Accountants
Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
Partner
Membership Number 127355

Place: Mumbai
Date: May 29, 2018

Signatures to the cash flow statements and Notes to the financial statements

For and on behalf of the Board

Ashok H. Thakkar
Chairman
DIN: 00087465

Bimal R. Thakkar
Managing Director & C.E.O.
DIN: 00087404

Bhavesh R. Thakkar
Executive Director & C.F.O.
DIN: 00939805

Shalaka Ovalekar
Company Secretary

Place: Mumbai
Date: May 29, 2018

INDEPENDENT AUDITOR'S REPORT

To The Members of ADF FOODS LIMITED

Report on the Audit of Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of **ADF Foods Limited** ("the Holding Company") and its subsidiaries,(the Holding company and its subsidiaries collectively referred to as "the group") which comprise the consolidated Balance Sheet as at March 31, 2018, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated statement of Cash Flows and the consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "the consolidated financial statements").

Management's Responsibility for the consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of another auditor on separate financial statements and on the other financial information of subsidiary, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs (financial position) of the Group as at March 31, 2018, and their consolidated profit (financial performance including other comprehensive income), their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Other Matter

We did not audit the financial statements of two subsidiaries incorporated outside India, whose financial statements reflect total assets of Rs. 8731.36 lakhs as at March 31, 2018, total revenues of Rs. 1221.34 lakhs and net cash flows amounting to Rs. 22.47 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal & Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditor.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditors.

c) The consolidated Balance Sheet, the consolidated Statement of Profit and Loss, and the consolidated statement of Cash Flows and consolidated statement of changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements

d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.

e) On the basis of the written representations received from the directors of the Group companies, as on March 31, 2018, and taken on record by the Board of Directors, none of the directors of the Group companies are disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**" and

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of another auditor on separate financial statements as also the other financial information of the subsidiary as noted in the 'Other Matter' paragraph:

i. The Group has disclosed the impact of pending litigations on their consolidated financial position in its consolidated Ind AS financial statements. Refer Note 40 to the consolidated Ind AS financial statements;

ii. The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Holding Company.

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
PARTNER
Membership Number 127355

Place: Mumbai
Dated: May 29, 2018

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in in Para 2 (f) 'Report on Other Legal and Regulatory Requirements' in our Independent Auditors' Report to the members of the Company on the consolidated Ind AS financial statements for the year ended March 31, 2018.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the Internal Financial Controls Over Financial Reporting of ADF Foods Limited (hereinafter referred to as "the Holding Company") and its subsidiary Company as of March 31, 2018 in conjunction with our audit of the consolidated Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, and its subsidiary companies are responsible for establishing and maintaining internal financial controls based on "the Internal Control Over Financial Reporting criteria established by the Company, its subsidiaries, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over

Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's Internal Financial Controls Over Financial Reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls System Over Financial Reporting and their operating effectiveness.

Our audit of Internal Financial Controls System Over Financial Reporting included obtaining an understanding of Internal Financial Controls Over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's Internal Financial Control over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A Company's Internal Financial Control Over Financial Reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of Internal Financial Controls Over Financial Reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the Internal Financial Control Over Financial Reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary companies have, in all material respects, an adequate Internal Financial Controls System Over Financial Reporting and such Internal Financial Controls over Financial Reporting were operating effectively as at March 31, 2018, based on "the Internal Control Over Financial Reporting criteria established by the Holding Company, its subsidiary companies, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India"

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
PARTNER
Membership Number 127355

Place: Mumbai
Dated: May 29, 2018

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018

(All amounts are in Rupees lacs, except per share data and unless stated otherwise)

Particulars	Note No.	As at March 31,2018	As at March 31,2017	As at April 1 ,2016
Assets				
Non-current assets				
Property, plant and equipment	4(a)	4,911.64	4,818.76	4,929.94
Capital work-in-progress		23.12	88.10	23.49
Intangible assets	4(b)	3,089.05	3,325.31	3,361.07
Financial assets				
Trade receivables	5	4.51	-	-
Loans	6	160.27	160.06	179.39
Other financial assets	7	144.34	276.05	239.92
Deferred tax assets (net)	23	971.31	1,463.41	1,491.87
Income tax assets (net)	8	297.63	274.97	95.31
Other non financial assets	9	64.02	35.38	102.53
Total non-current assets		**9,665.89**	**10,442.04**	**10,423.52**
Inventories	10	2,362.45	2,498.13	2,300.54
Financial assets				
Investments	11	-	849.38	990.92
Trade receivables	12	4,295.37	3,395.27	3,644.81
Cash and cash equivalents	13	2,821.17	1,177.52	748.59
Bank balance other than above	14	342.12	189.91	167.90
Loans	15	20.80	22.28	23.25
Others financial assets	16	431.72	824.57	477.76
Income tax assets (net)	17	0.71	1.00	3.04
Other non financial assets	17	1,373.05	875.34	769.23
Total current assets		**11,647.39**	**9,833.40**	**9,126.04**
Total assets		**21,313.28**	**20,275.44**	**19,549.56**
Equity and liabilities				
Equity				
Equity share capital	19	2,157.98	2,157.98	2,237.83
Other equity	20	15,283.05	14,541.03	13,750.35
Total equity		**17,441.03**	**16,699.01**	**15,988.18**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	21	2.54	9.92	25.52
Provisions	22	217.53	184.11	136.12
Deferred tax liabilities (net)	23	782.21	1,162.80	906.62
Total non-current liabilities		**1,002.28**	**1,356.83**	**1,068.26**
Current liabilities				
Financial liabilities				
Borrowings	24	130.08	444.41	538.32
Trade payables	25	1,382.07	1,045.68	1,063.91
Other financial liabilities	26	781.37	631.88	703.26
Other non financial liabilities	27	309.50	77.72	99.74
Provisions	28	20.56	16.20	26.90
Income tax liabilities (net)	29	246.39	3.71	60.99
Total current liabilities		**2,869.97**	**2,219.60**	**2,493.12**
Total liabilities		**3,872.25**	**3,576.43**	**3,561.38**
Total equity and liabilities		**21,313.28**	**20,275.44**	**19,549.56**
Significant accounting policies	2			

The accompanying notes 1 to 55 form an integral part of the financial statements

As per our report of even date

For KALYANIWALLA & MISTRY LLP
Chartered Accountants
Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
Partner
Membership Number 127355

Place: Mumbai
Date: May 29, 2018

Signatures to the Balance Sheet and Notes to the financial statements

For and on behalf of the Board

Ashok H. Thakkar
Chairman
DIN: 00087465

Bimal R. Thakkar
Managing Director & C.E.O.
DIN: 00087404

Bhavesh R. Thakkar
Executive Director & C.F.O.
DIN: 00939805

Shalaka Ovalekar
Company Secretary

Place: Mumbai
Date: May 29, 2018

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts are in Rupees lacs, except per share data and unless stated otherwise)

Particulars	Note No.	For the year ended March 31,2018	For the year ended March 31,2017
Income			
Revenue from operations	30	20,892.69	20,115.12
Other income	31	1,066.38	636.38
Total income		**21,959.07**	**20,751.50**
Expenses			
Cost of materials consumed	32	7,820.54	7,908.00
Purchase of stock in trade	33	3,410.44	3,086.43
Changes in inventories of finished goods,stock-in-trade and work-in-progress	34	149.50	(88.95)
Excise duty	35	12.21	31.39
Employee benefits expenses	36	1,638.34	1,737.31
Finance cost	37	112.71	94.56
Depreciation, amortisation and impairment expenses	38	683.98	455.85
Other expenses	39	4,925.15	5,253.11
Total expenses		**18,752.87**	**18,477.70**
Profit before Tax		**3,206.20**	**2,273.80**
Tax expenses			
Current tax		1,029.70	638.56
Deferred tax		369.18	170.54
Prior year tax adjustment		-	5.92
Total tax expenses		**1,398.88**	**815.02**
Profit for the year		**1,807.32**	**1,458.78**
Other comprehensive income			
A. Items that will not be reclassified subsequently to profit or loss	**30**		
Remeasurements of the defined benefit liabilities / (asset)		6.32	0.84
Income tax on above item		(1.84)	(0.29)
		4.48	0.55
B. Items that will be reclassified subsequently to profit or loss	**30**		**-**
Net gain / (loss) on cash flow hedge		(724.89)	361.22
Exchange differences on translating the financial statements of foreign operation		(170.18)	(32.26)
Income tax on above item		260.65	(113.85)
		(634.42)	215.11
Net other comprehensive income for the year (net of tax) (A + B)		**(629.94)**	**215.66**
Total comprehensive income for the year		**1,177.38**	**1,674.44**
Earning per equity share (Nominal vale per share Rs. 10/- each)	29		
Basic and Diluted	46	8.52	6.88

The accompanying notes 1 to 55 form an integral part of the financial statements

As per our report of even date

For KALYANIWALLA & MISTRY LLP
Chartered Accountants
Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
Partner
Membership Number 127355

Place: Mumbai
Date: May 29, 2018

Signatures to the Statement of Profit and Loss and Notes to the financial statements

For and on behalf of the Board

Ashok H. Thakkar
Chairman
DIN: 00087465

Bimal R. Thakkar
Managing Director & C.E.O.
DIN: 00087404

Bhavesh R. Thakkar
Executive Director & C.F.O.
DIN: 00939805

Shalaka Ovalekar
Company Secretary

Place: Mumbai
Date: May 29, 2018

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

(All amounts are in Rupees lacs, except per share data and unless stated otherwise)

	Particulars	For the year ended 31-Mar-18	For the year ended 31-Mar-17
A.	**Cash Flow from Operating Activities**		
	Profit before Taxation	3,206.20	2,273.80
	Adjustment for:		
	Depreciation and amortisation expense	683.98	455.85
	Dividend income	-	(0.65)
	(Profit)/ Loss on sale / write off of Fixed Assets	18.05	(71.43)
	Finance cost	112.71	94.56
	Allowance for doubtful trade receivable and advances	0.89	(49.91)
	Bad debts written off	-	47.98
	Unrealised exchange (gain)/loss	(71.24)	92.40
	Net (gain)/loss on sale of investments	(18.43)	(89.94)
	Interest income	(38.09)	(26.31)
	Effect of exchange rate change	(176.24)	(4.75)
	Operating Profit before working capital changes	**3,717.83**	**2,721.60**
	Adjustment for:		
	(Increase)/Decrease in Trade receivables	(851.10)	171.53
	(Increase) / Decrease in Inventories	135.68	(197.59)
	(Increase) / Decrease in Non-Current Financial Assets	132.49	(17.05)
	(Increase)/ Decrease in Non-Current non Financial Assets	(28.64)	67.15
	(Increase) / Decrease in Current Financial Assets	(240.99)	5.83
	(Increase) / Decrease in Current non Financial Assets	(497.71)	(106.10)
	Increase / (Decrease) in Trade Payable	334.89	(18.23)
	Increase / (Decrease) in non current Provisions	33.42	47.98
	Increase / (Decrease) Current Financial Liabilities	263.27	(80.49)
	Increase / (Decrease) Current non Financial Liabilities	236.14	(32.72)
	Cash generated from operating activities	**3,235.28**	**2,561.91**
	Taxes Paid (Net of refunds)	(808.27)	(879.39)
	Net Cash Flow from / (used in) Operating Activities (A)	**2,427.01**	**1,682.52**
B.	**Cash Flow from Investing Activities**		
	Purchase of Property, plant and equipments	(488.09)	(452.39)
	Proceeds from sale of Property, plant and equipments	0.40	123.37
	Proceeds from maturity of fixed deposits placed with the bank	144.48	-
	Fixed Deposits placed with banks	(229.97)	(22.85)
	Proceeds from sale of investments	867.81	231.33
	Proceeds from sale of unquoted investment	-	0.15
	Dividend received	-	0.65
	Interest received	34.81	24.70
	Net Cash Flow from/ (used in) Investing Activities (B)	**329.44**	**(95.04)**
C.	**Cash Flow from Financing Activities**		
	Proceeds from borrowing	-	10.00
	Repayment of borrowings	(339.03)	(119.76)

Particulars	For the year ended 31-Mar-18	For the year ended 31-Mar-17
Buyback of equity shares	-	(963.08)
Finance cost	(112.71)	(94.56)
Dividends paid including unpaid dividend	(553.16)	8.85
Tax on dividend	(107.90)	-
Net cash flow from / (used in) financing activities (C)	**(1,112.80)**	**(1,158.55)**
Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	**1,643.65**	**428.93**
CASH AND CASH EQUIVALENTS:		
AS AT THE BEGINNING OF THE YEAR	1,091.45	1,082.56
Unrealised Foreign Exchange Restatement in Cash and cash Equivalents	86.07	(333.97)
Cash and Cash Equivalents - Closing Balance	**2,821.17**	**1,177.52**
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**1,729.72**	**94.96**
Notes:		
1. Cash and Cash Equivalents:		
(a) Cash on Hand	8.03	16.79
(b) Balance with banks	2,813.13	1,120.33
(c) Cheque and draft on hand	0.01	40.40
Cash and Cash Equivalents.	**2,821.17**	**1,177.52**

2. The cash flow statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 on 'Cash Flow Statement' and presents cash flows by operating, investing and financing activities.
3. The above cash flow statement inclosed Rs. 41.93 lacs towards corporate social responsibility activities (Refer note 48)
4. Figures for the previous year have been regrouped/ restated wherever necessary to conform to current year's classification.

As per our report of even date

For KALYANIWALLA & MISTRY LLP
Chartered Accountants
Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
Partner
Membership Number 127355

Place: Mumbai
Date: May 29, 2018

Signatures to the Statement of Profit and Loss and Notes to the financial statements

For and on behalf of the Board

Ashok H. Thakkar
Chairman
DIN: 00087465

Bimal R. Thakkar
Managing Director & C.E.O.
DIN: 00087404

Bhavesh R. Thakkar
Executive Director & C.F.O.
DIN: 00939805

Shalaka Ovalekar
Company Secretary

Place: Mumbai
Date: May 29, 2018

Consolidated statement of Changes in Equity for The Year Ended March 31, 2018

(All amounts are in Rupees lacs, except per share data and unless stated otherwise)

(a) Equity Share Capital

Particulars	As at March 31st, 2018		As at March 31st, 2017		As at April 1st, 2016	
	No. of Shares	Rs. in lacs	No. of Shares	Rs. in lacs	No. of Shares	Rs. in lacs
Balance at beginning of the year	21,201,461	2,157.98	22,000,000	2,237.83	22,000,000	2,237.83
Changes in equity shares during the year	-	-	(798,539)	(79.85)	-	-
Balance at end of the year	**21,201,461**	**2,157.98**	**21,201,461**	**2,157.98**	**22,000,000**	**2,237.83**

(b) Other Equity

Particulars	March 31st, 2018	March 31st, 2017	As at April 1st, 2016
Reserves and surplus			
Capital reserves			
Opening balance	105.00	105.00	105.00
Addition / utilised during the year	-	-	-
Closing balance	**105.00**	**105.00**	**105.00**
Capital redemption reserves			
Opening balance	79.85	-	-
Addition / utilised during the year	-	79.85	-
Closing balance	**79.85**	**79.85**	**-**
Securities premium account			
Opening balance	5,051.11	5,934.33	5,934.33
Addition / utilised during the year	-	(883.22)	-
Closing balance	**5,051.11**	**5,051.11**	**5,934.33**
General reserve			
Opening balance	763.97	763.97	763.97
Addition / utilised during the year	-	-	-
Closing balance	**763.97**	**763.97**	**763.97**
Foreign currency translation reserve			
Opening balance	154.08	175.72	165.76
Addition / utilised during the year	(120.08)	(21.64)	9.96
Addition / utilised during the year	-	-	-
Other comprehensive income	**34.00**	**154.08**	**175.72**
Retained earning			
Opening balance	7,880.44	6,500.96	7,298.58
Add: Other adjustment during the year	200.97	-	-
Less: Utilised for buy back of equity shares	-	(79.85)	-
	8,081.41	**6,421.11**	**7,298.58**
Profit for the year	1,807.32	1,458.78	(797.62)
Add: Remeasurement of defined benefit liabilities	5.01	0.55	**-**
Less; Dividend paid	(529.51)	-	-
Less: Tax on dividend	(107.90)	-	-
Movement during the year	**1,174.92**	**1,459.33**	**(797.62)**
Closing Balance	**9,256.33**	**7,880.44**	**6,500.96**
Cash flow hedge reserve			
Opening balance	506.59	270.39	260.53
Add: Change in fair value of hedging instrument	(724.89)	361.21	15.08
Less: Deferred tax	211.09	(125.01)	(5.22)
Closing balance	**(7.21)**	**506.59**	**270.39**
Total Reserves & Surplus	**15,283.05**	**14,541.03**	**13,750.35**

The accompanying notes 1 to 55 form an integral part of the financial statements.

As per our report of even date

For KALYANIWALLA & MISTRY LLP
Chartered Accountants
Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
Partner
Membership Number 127355

Place: Mumbai
Date: May 29, 2018

Signatures to the cash flow statements and Notes to the financial statements

For and on behalf of the Board

Ashok H. Thakkar
Chairman
DIN: 00087465

Bimal R. Thakkar
Managing Director & C.E.O.
DIN: 00087404

Bhavesh R. Thakkar
Executive Director & C.F.O.
DIN: 00939805

Shalaka Ovalekar
Company Secretary

Place: Mumbai
Date: May 29, 2018

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Notes to the Consolidated Financial Statements

1 Group Overview

Description of Business

ADF Foods Limited ("the Company") including its subsidiaries collectively referred as ('the Group") is a public company incorporated under the provisions of the Companies Act, 1956 and domiciled in India having registered office at 83/86 G.I.D.C Industrial Estate, Nadiad, Gujarat. Its shares are listed on Bombay Stock Exchange and National Stock Exchange in India. The Company is engaged in the manufacture and selling of food products like pickles, chutneys, ready to eat items, paste and sauces, frozen foods, spices etc. The Company caters mainly to international markets and domestic market. The Financial Statements of the company are approved by the Board of Directors on May 29, 2018.

Basis of Preparation of Consolidated Financial Statements

The consolidated financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 to be read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The Company's Financial Statements for the year ended March 31, 2018 comprises of the Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Statement of Changes in Equity and the Notes to Financial Statements.

For all periods up to and including the year ended March 2017, the Company prepared its consolidated financial statements in accordance with Indian Generally Accepted Accounting Practices (IGAAP), including Accounting Standards (ASs) specified under section 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014, as amended, to the extent applicable.

These consolidated financial statements are the Company's first Ind AS financial statements and are covered by Ind AS 101, First-time adoption of Indian Accounting Standards. An explanation of how the transition to Ind AS has affected the Company's equity, financial position, financial performance and its cash flows is provided in Note 49.

These consolidated financial statements are presented in Indian rupees, which is the functional currency of the parent company.

Current versus non-current classification all assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time taken between acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle as twelve months for the purpose of the classification of assets and liabilities into current and noncurrent.

Basis of Measurement

The Ind AS Consolidated Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivative financial instruments which have been measured at fair value as described below and defined benefit plans which have been measured at actuarial valuation as required by relevant Ind ASs.

Key Accounting Estimates and Judgements:

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

(a) Measurement of defined benefit obligations – Note 45.

(b) Measurement and likelihood of occurrence of provisions and contingencies – Note 40.

(c) Recognition of deferred tax assets - Note 23.

(d) Impairment of Intangible asset. Note 38.

Measurement of fair values

The Group's accounting policies and disclosures require financial instruments to be measured at fair values. The Group has an established control framework with respect to the measurement of fair values. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Principles of consolidation:

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

2 Significant Accounting Policies

2.1 Property, Plant and Equipment

2.1.1 Initial Recognition

Property, Plant and Equipment are initially recognised at cost which comprises of purchase price including import duties, non-refundable taxes and any directly attributable cost of bringing the assets to its present condition and location for its intended use, including the cost of replacing parts only when future economic benefit associated to that cost will flow to the company and its cost can be reliably measured, borrowing costs for long term construction projects if the recognition criteria are met and present value of any expected cost for decommissioning, restoration and similar liability of an asset after its use is included in the cost of respective asset. On replacement of a component, its carrying amount is derecognised.

Further, in case the component was not depreciated separately, the cost of incoming component is used as an indication to determine the cost of the replaced part at the time of capitalising.

2.1.2 Subsequent Recognition

Subsequent recognition is at Cost less accumulated depreciation and accumulated impairment losses, if any. Impairment testing is undertaken at the balance sheet date if there are indicators.

2.1.3 Disposal or Retirement

The carrying value is eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

2.1.4 Component Accounting

The Company identifies and determines cost of each component of an asset separately, if the component has a materially different useful life as compared to entire asset and its cost is significant of the total cost.

2.1.5 Depreciation

Depreciation is calculated on Straight Line Basis as per the useful lives specified in Schedule II to the Companies Act, 2013 on pro rata basis except for carboys and pallets where lower lives of 5 Years is applied based on the technical advice obtained by the company.

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Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Machinery and equipment	15 Years
Furniture and fixtures	10 Years
Automobiles	08 Years
Building	30 Years
Computers	03 Years

Leasehold land under operating lease is depreciated over the leasehold period or its estimated useful life, whichever is shorter.

Freehold land is not depreciated.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

2.2 Capital Work In Progress

Capital work in progress includes the acquisition/commissioning cost of assets under expansion/acquisition and pending commissioning. Expenditure of revenue nature related to such acquisition/expansion is also treated as capital work in progress and capitalized along with the asset on completion of the expansion project or otherwise on commencement of commercial use of the asset.

Transition to IND AS

Property, Plant and Equipment were carried on historical cost less accumulated depreciation and impairment loss, if any in the balance sheet as on March 31 2016 prepared in accordance with Indian GAAP. The Company has elected to regard those values as deemed cost at the date of the transition i.e. April 1, 2016 as permitted under Ind AS 101.

2.3 Intangible Assets

2.3.1 Initial Recognition

Intangible Assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition.

2.3.2 Subsequent Recognition

Intangible Assets are carried at cost less accumulated amortisation and impairment loss, if any.

2.3.3 Amortisation

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows:

Goodwill - 5 years Software - 3 Years

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

Indefinite life intangibles mainly consist of brands. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not the change in useful life from indefinite to finite is made on a prospective basis.

2.3.4 Derecognition

Gains or losses arising from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

Transition to IND AS

Intangible Assets were carried at cost less accumulated amortization and impairment, if any in the balance sheet as on March 31, 2016 prepared in accordance with Indian GAAP. The Company has elected to regard those values as deemed cost at the date of the transition i.e. April 1, 2016 as permitted under Ind AS 101.

The Company has assessed useful life of certain intangible assets (Brands) as indefinite and hence these assets are not amortised but tested for impairment annually.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

2.4 Inventories:

Inventories are valued at lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Costs are computed on the weighted average basis and are net of CENVAT/GST credits.

Raw materials, packing materials and stores: Costs includes cost of purchase, discounts and other costs incurred in bringing each product to its present location and condition. Finish goods and work in progress: In the case of manufactured inventories and work in progress, cost includes all costs of purchases, an appropriate share of production overheads based on normal operating capacity and other costs incurred in bringing each product to its present location and condition Finished goods valuation also includes applicable duty. Provision is made for cost of obsolescence and other anticipated losses, whenever considered necessary.

2.5 Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flow, cash and cash equivalents consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.6 Impairment of Non-Financial Assets

Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that a non-financial asset may be impaired. Indefinite life intangibles are subject to a review for impairment annually or more frequently if events or circumstances indicate that it is necessary. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit. Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquire are assigned to those units. If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognising the impairment. The impairment loss is allocated first to reduce the carrying amount of goodwill (if any) allocated to the cash generating unit and then to the other assets of the unit, pro rata based on the carrying amount of each asset in the unit.

2.7 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts, futures and currency options.

2.7.1 Financial Assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

2.7.1.1 Initial recognition and measurement

All financial assets are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition of financial assets, which are not at fair value through profit or loss, are added to the fair value on initial recognition.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

2.7.1.2 Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

2.7.1.2.1 Financial assets at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, debt instruments at amortised cost are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

2.7.1.2.2 Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

2.7.1.2.3 Financial assets at fair value through profit or loss

Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

2.7.1.2.4 Financial assets as Equity Investments

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Group makes such election on an instrument-by-instrument basis. A fair value change on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

2.7.1.3 Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

The rights to receive cash flows from the asset have expired, or

The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2.7.1.4 Impairment

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits and trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18.

The company follows 'Simplified Approach' for recognition of impairment allowance. This approach doesn't require the Company to track changes in credit risk. Rather, it recognises impairment allowances based on lifetime ECLs at each reporting date, right from its initial recognition.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive, discounted at the original EIR. Lifetime ECL are expected credit losses resulting from all possible defaults over the expected life of a financial instrument. ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

2.7.2 Financial Liabilities

(i) Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost.

(ii) Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

(iii) Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised.

Amortised cost is calculated by taking into account any discount or premium on acquisition and transactions costs. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

This category generally applies to loans and borrowings.

(iv) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

(v) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Share Capital

Ordinary equity shares

Incremental costs directly attributable to the issue of ordinary equity shares, are recognised as a deduction from equity.

2.7.3 Derivative financial instruments and hedge accounting

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

The company designates their derivatives as hedges of foreign exchange risk associated with the cash flows of highly probable forecast transactions. (Cash flow hedges).

The company documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items. The company documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

(i) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, within other income.

When forward contracts are used to hedge forecast transactions, the company generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognised in other comprehensive income in cash flow hedging reserve within equity.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

The change in the forward element of the contract that relates to the hedged item ('aligned forward element') is recognised within other comprehensive income in the costs of hedging reserve within equity. In some cases, the entity may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains and losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedging reserve within equity.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss within other gains/(losses).

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing. Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss within other gains/ (losses).

2.8 Government Subsidy/Grants

Grants are recognized when there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an asset, the cost of the asset is shown at gross value and grant thereon is treated as a deferred grant which is recognized as income in the Statement of Profit and Loss over the period and in proportion in which depreciation is charged.

2.9 Segment Reporting

The Company is considered to be a single segment company – engaged in the manufacture of Processed foods. Consequently, the Company has, in its primary segment, only one reportable business segment. As per INDAS-108 'Operating Segments', if a financial report contains both the consolidated financial statements of a parent that is within the scope of Ind AS-108 as well as the parent's separate financial statements, segment information is required only in the consolidated financial statements. Accordingly, information required to be presented under Ind AS-108 Operating Segments has been given in the financial statements.

2.10. Provisions, Contingent Liabilities and Contingent Assets

2.10.1 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of time value of money is material, provisions are discounted using a current pre tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.10.2 Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

2.10.3 Contingent Assets

Contingent Assets are not recognised in the financial statements. Contingent Assets if any, are disclosed in the notes to the financial statements.

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2.11 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Based on the Educational Material on Ind AS 18 issued by the ICAI, the Company has assumed that recovery of excise duty flows to the Company on its own account. This is for the reason that it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty.

However, sales tax/ value added tax (VAT)/GST is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

2.11.1 Sale of goods

a. Revenue from the domestic sales is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

b. Revenue from export sales are recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on the basis of dates of bill of lading. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

2.11.2 Export incentives

Revenue from export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable assurance and conditions precedent to claim are fulfilled.

2.11.3 Interest Income

Interest income is recognized using the effective interest rate (EIR) method.

2.11.4 Dividend Income

Dividend income on investments is recognised when the right to receive dividend is established.

2.12 Employee Benefits

Liabilities in respect of employee benefits to employees are provided for as follows:

a) Short-term employee benefits

i) Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be incurred when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

b) Long Term Employee Benefit Plan

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

c) Post Separation Employee Benefit Plan

i) Defined Benefit Plan

- Post separation benefits of Directors on the basis of actuarial valuation as per IND AS-19.
- Gratuity Liability on the basis of actuarial valuation as per IND AS-19. Liability recognised in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the end of each reporting period less the fair value of plan assets.

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The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of defined benefit is determined by discounting the estimated future cash outflows by reference to market yield at the end of each reporting period on government bonds that have terms approximate to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

- Actuarial gain / loss pertaining to above and other components of re-measurement of net defined benefit liability (asset) are accounted for as OCI. All remaining components of costs are accounted for in statement of profit & loss.

ii) Defined Contribution Plans:

Defined contribution plans are Employee Provident Fund scheme and Employee State Insurance scheme for eligible employees. The Company's contribution to defined contribution plans is recognised as an expense in the Statement of Profit and Loss as they fall due.

2.13 Taxes

2.13.1 Current Taxes

Current tax comprises the expected tax payable or recoverable on the taxable profit or loss for the year and any adjustment to the tax payable or recoverable in respect of previous years.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its branch operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity/OCI, in which case it is recognized in other comprehensive income. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary timing differences and the carry forward of unused tax credits and unused tax losses can be utilised. Such assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax assets are recognised for all deductible temporary differences, unused tax losses and MAT credit entitlements only if it is probable that future taxable amounts will be available to utilise those temporary differences, losses and credit.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.14 Foreign Currency Transaction and Translation

The Group's functional currency is Indian Rupee (INR) and it is also the presentation currency for the Group.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit and loss are translated at average rate during the year. The exchange differences arising on translation for consolidation are recognized in other comprehensive income.

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2.15 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to April 1, 2016, the Company has determined whether the arrangements contain a lease on the basis of facts and circumstances existing on the date of transition.

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term unless the same is in line with inflation.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the same is in line with inflation. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

2.16 Borrowings costs

Interest and other borrowing costs attributable to qualifying assets are capitalized. Other interest and borrowing costs are charged to revenue.

2.17 Dividend

The Company recognises a liability for any dividend declared but not distributed at the end of the reporting period, when the distribution is authorised and the distribution is no longer at the discretion of the Company on or before the end of the reporting period. As per Corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

2.18 Earnings Per Share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit for the period attributed to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

3. Recent accounting pronouncements - Standard issued but not effective.

Ind AS 115 - Revenue from Contracts with Customers

As per notification dated March 28, 2018, the Ministry of Corporate Affairs amended the Companies (Indian Accounting Standards) Amendments Rules, 2018, notifying "Ind AS-115 relating to Revenue from Contracts with Customers" and related amendments to other standards on account of notification of Ind AS 115. The effective date of adoption of this standard is annual periods beginning on or after April 01, 2018 onwards. The Company is currently evaluating the effect of the above amendments.

Ind AS 21- The effect of Changes in Foreign Exchange rates

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non- monetary prepayment assets or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. The Company is currently evaluating the effect of the above amendments.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

4(a) Property, Plant and Equipment

Particulars	Period	Land		Buildings	Plant & machinery	Furniture & fixtures	Vehicles	Office equipment	Office premises	Electrical installation	Laboratory equipment	Computers	Total
		Freehold	Leasehold										
Gross carrying amount													
Deemed cost as at	**April 1, 2016**	**4.18**	**94.38**	**2,145.59**	**2,112.13**	**82.50**	**275.61**	**18.67**	**97.77**	**73.83**	**5.61**	**19.67**	**4,929.94**
Additions		-	-	82.16	271.51	-	13.84	1.97	-	9.60	0.11	8.60	387.79
Deductions		-	-	-	(47.79)	(0.10)	(2.51)	(0.54)	-	-	-	(1.00)	(51.94)
Other adjustments		-	-	-	(0.06)	(0.09)	-	-	-	-	-	(0.20)	(0.35)
Closing gross carrying amount as at	**March 31,2017**	**4.18**	**94.38**	**2,227.75**	**2,335.79**	**82.31**	**286.94**	**20.10**	**97.77**	**83.43**	**5.72**	**27.07**	**5,265.44**
Opening gross carrying amount as at	**April 1, 2017**	**4.18**	**94.38**	**2,227.75**	**2,335.79**	**82.31**	**286.94**	**20.10**	**97.77**	**83.43**	**5.72**	**27.07**	**5,265.44**
Additions		-	-	414.18	103.69	3.41	-	3.08	-	3.26	1.92	2.39	531.93
Deductions		-	-	-	(84.01)	(2.49)	(6.46)	(5.35)	-	-	(0.34)	(5.48)	(104.13)
Other adjustments			-		0.11	0.01	-					0.02	0.14
Closing gross carrying amount as at	**March 31,2018**	**4.18**	**94.38**	**2,641.93**	**2,355.58**	**83.24**	**280.48**	**17.83**	**97.77**	**86.69**	**7.30**	**24.00**	**5,693.38**
Accumulated depreciation as at	**April 1, 2016**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Charge for the year		-	1.01	95.84	257.09	13.11	52.87	6.03	1.68	8.54	1.03	10.11	447.31
Deductions		-	-	-	-	-	-	-	-	-	-	-	-
Other adjustments		-	-	-	(0.43)	(0.06)	-	-	-	-	-	(0.14)	(0.63)
Closing accumulated depreciation	**March 31,2017**	**-**	**1.01**	**95.84**	**256.66**	**13.05**	**52.87**	**6.03**	**1.68**	**8.54**	**1.03**	**9.97**	**446.68**
Opening accumulated depreciation as at	**April 1, 2017**	**-**	**1.01**	**95.84**	**256.66**	**13.05**	**52.87**	**6.03**	**1.68**	**8.54**	**1.03**	**9.97**	**446.68**
Charge for the year		-	1.01	97.67	257.93	12.34	48.22	4.43	1.68	9.14	0.93	6.93	440.28
Deductions		-	-	-	(90.69)	(1.34)	(6.39)	(5.10)	-	-	-	(2.16)	(105.68)
Other adjustments		-	-	-	0.48	(0.02)	-	-	-	-	-	-	0.46
Closing accumulated depreciation	**March 31,2018**	**-**	**2.02**	**193.51**	**424.38**	**24.03**	**94.70**	**5.36**	**3.36**	**17.68**	**1.96**	**14.74**	**781.74**
Net carrying amount as at	**April 1, 2016**	**4.18**	**94.38**	**2,145.59**	**2,112.13**	**82.50**	**275.61**	**18.67**	**97.77**	**73.83**	**5.61**	**19.67**	**4,929.94**
Net carrying amount as at	**March 31,2017**	**4.18**	**93.37**	**2,131.91**	**2,079.13**	**69.26**	**234.07**	**14.07**	**96.09**	**74.89**	**4.69**	**17.10**	**4,818.76**
Net carrying amount as at	**March 31,2018**	**4.18**	**92.36**	**2,448.42**	**1,931.20**	**59.21**	**185.78**	**12.47**	**94.41**	**69.01**	**5.34**	**9.26**	**4,911.64**

Note : The Company has availed the deemed cost exemption in relation to the property, plant and equipment on the date of the transition and hence the net carrying amount has been considered as the gross carrying amount on that date. Refer note below gross carrying value & accumulated depreciation on April 01, 2016 under the Previous GAAP.

Particulars	As at April 1, 2016		
	Gross Block (At Cost)	Accumulated Depreciation	Net Block treated as deemed cost upon transition
Property, Plant & Equipment			
Land			
Free hold	4.18	-	4.18
Leasehold	103.97	9.59	94.38
Buildings	3,063.18	917.59	2,145.59
Plant & Machinery	4,459.44	2,347.31	2,112.13
Furniture & Fixtures	135.01	52.51	82.50
Vehicles	449.55	173.94	275.61
Office Equipment	45.89	27.22	18.67
Office Premises	106.56	8.79	97.77
Electrical installation	83.63	9.80	73.83
Laboratory equipment	19.54	13.93	5.61
Computers	81.54	61.87	19.67
Total	**8,552.49**	**3,622.55**	**4,929.94**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

4(b) Intangible assets

Particulars	Period	Trade marks *	Software	Total
Gross carrying amount				
Deemed cost as at	**April 1, 2016**	**3,348.53**	**12.54**	**3,361.07**
Additions		-	-	-
Deductions		-	-	-
Other adjustments		(27.22)		(27.22)
Closing gross carrying amount as at	**March 31,2017**	**3,321.31**	**12.54**	**3,333.85**
Opening gross carrying amount as at	**April 1, 2017**	**3,321.31**	**12.54**	**3,333.85**
Additions		-	3.49	3.49
Deductions		-	-	-
Other adjustments		6.31		6.31
Closing gross carrying amount as at	**March 31,2018**	**3,327.62**	**16.03**	**3,343.65**
Opening accumulated amortisation and impairment as at	**April 1, 2016**	**-**	**-**	**-**
Amortisation / Impairment during the year		-	8.54	8.54
Deductions		-	-	-
Other adjustments		-		-
Closing accumulated amortisation and impairment as at	**March 31,2017**	**-**	**8.54**	**8.54**
Opening accumulated amortisation and impairment as at	**April 1, 2017**	**-**	**8.54**	**8.54**
Amortisation / Impairment during the year		243.30	0.40	243.70
Deduction		-	-	-
Other adjustments		-	2.36	2.36
Closing accumulated amortisation and impairment as at	**March 31,2018**	**243.30**	**11.30**	**254.60**
Net carrying amount as at	**April 1, 2016**	**3,348.53**	**12.54**	**3,361.07**
Net carrying amount as at	**March 31,2017**	**3,321.31**	**4.00**	**3,325.31**
Net carrying amount as at	**March 31,2018**	**3,084.32**	**4.73**	**3,089.05**

The indefinite life of the intangible assets are tested for impairment as a result of which impairment of Rs. 243.30 lacs on certain brands held in the books of its subsidiary company is included in current years amorisaition charge.

Note : The Company has availed the deemed cost exemption in relation to the intangible assets on the date of the transition and hence the net carrying amount has been considered as the gross carrying amount on that date. Refer note below gross carrying value & accumulated depreciation on April 01, 2016 under the Previous GAAP.

Particulars	As at April 1, 2016		
	Gross Block (At Cost)	Accumulated amortization	Net Block treated as deemed cost upon transition
Intangible Assets			
Trademark	6,897.41	3,548.88	3,348.53
Software	26.07	13.53	12.54
Total	**6,923.48**	**3,562.41**	**3,361.07**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

5 Non-current trade receivables

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Unsecured, Considered good	4.51		
Unsecured, Considered doubtful	4.51	-	-
	9.02	**-**	**-**
Less: Allowance for bad and doubtful debts	(4.51)		
Total	**4.51**	**-**	**-**

6 Non-current loans

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Unsecured, considered good			
Security deposits	149.79	144.31	159.70
Loans and advances to employees	10.48	15.75	19.69
Total	**160.27**	**160.06**	**179.39**

7 Other non-current financial assets

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Export incentive receivable	128.51	261.22	224.84
Deposits with maturity of more than 12 months*	15.83	14.83	15.08
Total	**144.34**	**276.05**	**239.92**

* Above bank deposits are pledged as margin money

8 Income tax assets (net)

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Advance payment of income tax (Net)	297.63	274.97	95.31
Total	**297.63**	**274.97**	**95.31**

9

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Capital Advance			
Unsecured, Considered good	59.46	25.05	102.53
Unsecured, Considered doubtful	14.63	14.63	14.63
Less: provisions for doubtful advances	(14.63)	(14.63)	(14.63)
Deferred lease expenses	4.56	10.33	-
Total	**64.02**	**35.38**	**102.53**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

10 Inventories

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
(Valued at lower of cost and net realizable value)			
Raw materials	299.34	326.07	233.62
Packing materials	629.19	595.64	579.44
Work-in-progress	921.00	1,236.52	1,244.22
Finished goods - includes goods in transit Rs. 53.01 lacs, (March 31, 2017 Rs. 40.25 lacs, April 1, 2016 Rs. 43.56 lacs)	192.40	212.20	165.41
Traded goods - includes goods in transit Rs. Nil, (March 31, 2017 Rs. 28.22 lacs, April 1, 2016 Rs. 12.13 lacs)	320.52	127.70	77.85
Total	**2,362.45**	**2,498.13**	**2,300.54**

11 Current Investments

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Investments in Mutual Funds (Quoted)			
(Measured at FVTPL)			
Birla Sun Life Short Term Opportunities Fund Growth	-	459.19	636.06
ICICI Prudential FMP Series 63 270 days plan D	-	390.19	354.71
Other Investments (Unquoted)			
(Measured at amortised cost)			
National saving certificate	-	-	0.15
Total	**-**	**849.38**	**990.92**
Aggregate amount of quoted investments and market value	**-**	**849.38**	**990.77**
Aggregate amount of impairment in value of investment	-	-	-

12 Current trade receivables

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Trade Receivable			
Others -Unsecured, considered good	3,944.09	3,118.87	3,644.81
Unsecured, consider doubtful	352.16	280.91	27.38
	4,296.25	**3,399.78**	**3,672.19**
Less: Provision for doubtful debts	(0.88)	(4.51)	(27.38)
Total	**4,295.37**	**3,395.27**	**3,644.81**

13 Cash and cash equivalents

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Balances with banks			
in Current account	420.98	425.93	176.26
in EEFC account	2,392.15	650.47	502.89
in Fixed deposit account	-	43.93	51.69
Cheque, drafts on hand	0.01	40.40	-
Cash on hand	8.03	16.79	17.75
Total	**2,821.17**	**1,177.52**	**748.59**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

14 Bank balance other than above

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
In Current account *	87.46	63.67	72.53
In Fixed deposit account **	254.66	126.24	95.37
Total	**342.12**	**189.91**	**167.90**

* Balance with bank in current account is on account of earmark balance for unclaimed dividend

**Deposit with original maturity of more than 3 months but less than 12 months

15 Current loans

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Unsecured, considered good			
Loans to employees	20.80	22.28	23.25
Total	**20.80**	**22.28**	**23.25**

16 Other current financial assets

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Derivative instruments			
Derivative foreign exchange forward contracts	-	638.81	275.61
Interest accrued on fixed deposits and others	10.72	7.43	5.82
Export incentives receivable	323.14	177.57	193.01
Other receivables	97.86	0.76	3.32
Total	**431.72**	**824.57**	**477.76**

17 Income tax assets (net)

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Advance payment of income tax (net)	0.71	1.00	3.04
Total	**0.71**	**1.00**	**3.04**

18 Other current non-financial assets

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Unsecured, considered good			
Advance to suppliers for services	4.71	120.22	58.26
Advance to suppliers for goods	30.25	201.99	119.97
Advance to suppliers for expenses	0.35	0.99	6.60
Balance with government authorities	1,305.81	502.59	527.72
Prepayments	31.93	44.99	56.68
Deferred lease expenses	-	4.56	-
Total	**1,373.05**	**875.34**	**769.23**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

19 Equity Share capital

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Authorized shares			
2,50,00,000 (March 31, 2017: 2,50,00,000; April 1, 2016: 2,50,00,000) equity shares of Rs. 10/- each fully paid	**2,500.00**	**2,500.00**	**2,500.00**
Issued, subscribed and fully paid			-
2,12,01,461 (March 31, 2017: 2,12,01,461; April 1, 2016: 2,20,00,000) equity shares of Rs. 10/- each	2,120.15	2,200.00	2,200.00
Less: Nil (March 31, 2017: 7,98,539; April 1, 2016: Nil) equity shares of Rs. 10/- each buyback during the year	-	(79.85)	-
	2,120.15	**2,120.15**	**2,200.00**
Shares forfeited			
7,56,600 (March 31, 2017: 7,56,600; April 1, 2016: 7,56,600) equity shares of Rs. 10/- each; amount originally paid up thereon @ Rs. 5 per share	37.83	37.83	37.83
Total	**2,157.98**	**2,157.98**	**2,237.83**

(a) Reconciliation of the shares outstanding at the beginning and at the end of the year

	No. of shares	Amount (Rs.)
Equity shares of Rs. 10 each issued, subscribed and fully paid		
As at April 1, 2016	**22,000,000**	**-**
Buy-back during the year	(798,539)	(79.85)
As at March 31, 2017	**21,201,461**	**(79.85)**
Changes during the year	-	-
As at March 31, 2018	**21,201,461**	**(79.85)**

Of the above 7,56,600 equity share (Rs. 37.83 lacs) is forfeited and not cancelled by the company.

The board of Directors of the Company in its meeting held on 27th July, 2016 approved buyback of equity shares. The Company adopted the open market route in accordance with the provisions contained in SEBI (Buyback of Securities) Regulations, 1998 (including any statutory modification(s), or re-enactments for the time being in force).

The buyback commenced on August 10, 2016 and closed on November 15, 2016. The company has bought back and extinguished 7,98,539 equity shares till the clouser of buyback. The amount of total buyback of Rs. 9,63,07,029 represesnts 53.50% of the maximum buyback size. In respect of the shares so extinguished, the Company has adjusted an amount of Rs. 79,85,390/- against paid up Equity shares capital and Rs. 8,83,21,639/- against Securities Premium.

(b) Terms / rights attached to equity shares

The company has one class of equity shares having a par value of Rs. 10 per share. Each shareholders is eligible for one vote per share held. The dividend propsed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, excpet in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

(c)

Particulars	As At March 31, 2018	As At March 31, 2017	*As At April 01, 2016
Mr. Ashok H. Thakkar			
No. of Shares	11,354	1,461,354	1,836,354
%	0.05%	6.89%	8.35%
Mr. Bimal R. Thakkar			
No. of Shares	2,276,074	2,276,074	2,201,074
%	10.74%	10.74%	10.00%

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Particulars	As At March 31, 2018	As At March 31, 2017	*As At April 01, 2016
Mr. Bhavesh R. Thakkar			
No. of Shares	1,176,450	1,176,450	1,176,450
%	5.55%	5.55%	5.35%
Mr. Mishal A. Thakkar			
No. of Shares	21,098	1,821,098	1,821,098
%	0.09%	8.59%	8.28%
Mrs. Mahalaxmi R. Thakkar			
No. of Shares	1,958,022	1,958,022	1,958,022
%	9.24%	9.24%	8.90%
Mrs. Priyanka B. Thakkar			
No. of Shares	301,000	1,101,000	1,101,000
%	1.42%	5.19%	5.01%
JM Financial Services Limited			
No. of Shares	1,365,089	-	-
%	6.44%	-	-
Total No. of Shares	**7,109,087**	**9,793,998**	**10,093,998**
Total	**33.53%**	**46.20%**	**45.89%**

* As on April 1, 2016, paid up equity capital was 2,20,00,000 equity shares, however, the same has been reduced to 2,12,01,461 equity shares due to buy-back.

(d) Equity shares movement during the five years preceding March 31, 2018

Particulars	No. of shares		
	From 1st April 2013 to 31st March 2018	From 1st April 2012 to 31st March 2017	From 1st April 2011 to 1st April 2016
Aggregate no. of equity shares bought back	-	798,539	-

There are no shares reserved for issue under option and contracts/commitments for the sale of shares/disinvestment, including the terms and amounts.

20 Equity shares movement during the five years preceding March 31, 2018

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Reserves and surplus			
Capital reserves			
Opening Balance	105.00	105.00	105.00
Addition / (utilized) during the year	-	-	-
Closing Balance	**105.00**	**105.00**	**105.00**
Capital redemption reserves			
Opening Balance	79.85	-	-
Addition / (utilized) during the year	-	79.85	-
Closing Balance	**79.85**	**79.85**	**-**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Securities premium account			
Opening Balance	5,051.11	5,934.33	5,934.33
Addition / (utilized) during the year	-	(883.22)	-
Closing Balance	**5,051.11**	**5,051.11**	**5,934.33**
General reserve			
Opening Balance	763.97	763.97	763.97
Addition / (utilized) during the year	-	-	-
Closing Balance	**763.97**	**763.97**	**763.97**
Foreign currency translation reserve			
Opening Balance	154.08	175.72	165.76
Addition / (utilized) during the year (net)	(120.08)	(21.64)	9.96
Closing Balance	**34.00**	**154.08**	**175.72**
Retained earning			
Opening balance	7,880.44	6,500.96	7,298.58
Add: Other adjustment during the year	200.97	-	-
Utilised for buy back of equity shares	-	(79.85)	-
	8,081.41	**6,421.11**	**7,298.58**
Add: profit for the year	1,807.32	1,458.78	(797.62)
Add: Remeasurement of defined benefit plan	5.01	0.55	-
Less: Dividend paid	(529.51)	-	-
Less: Tax on dividend	(107.90)	-	-
Movement during the year	**1,174.92**	**1,459.33**	**(797.62)**
Closing balance	**9,256.33**	**7,880.44**	**6,500.96**
Cash flow hedge reserve			
Opening balance	506.59	270.39	260.53
Add: Change in fair value of hedging instrument	(724.89)	361.21	15.08
Less: Deferred tax	211.09	(125.01)	(5.22)
Closing balance	**(7.21)**	**506.59**	**270.39**
Total Reserves and Surplus	**15,283.05**	**14,541.03**	**13,750.35**

Nature of Reserves

(a) Capital reserve
The Group recognises profit and loss on purchase, sale, issue or cancellation of the group's own equity instruments to capital reserve.

(b) Capital redemption reserve
As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve.

(c) Securities Premium
Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(d) Cash flow Hedge reserve

The company uses hedging instruments as part of its management of foreign currency risk associated with its highly probable forecast sale. For hedging foreign currency risk, the company uses foreign currency forward contracts which are designated as cash flow hedges. To the extent these hedges are effective; the change in fair value of the hedging instrument is recognised in the cash flow hedging reserve. Amounts recognised in the cash flow hedging reserve is reclassified to profit or loss when the hedged item affects profit or loss.

(e) Foreign currency translation reserve

The exchange differences arising from the translation of financial statements of foreign operations with functional currency other than Indian rupees is recognised in other comprehensive income, net of taxes and is presented within equity in the foreign currency translation reserve.

21 Non-current borrowings

	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Due to bank under car loan agreement (Refer Note no. 21.1 and 21.3)	2.54	9.92	16.88
Due to other under car loan agreement (Refer Note no. 21.2)	-	-	8.64
Total	**2.54**	**9.92**	**25.52**

21.1 Secured by hypothecation of asset purchased, repayable in 35 installments. The loan carries interest @ 10.25% p.a.

21.2 Secured by hypothecation of asset purchased, repayable in 35 installments. The loan carries interest @ 9.37% p.a. Current maturity of car loan includes Rs. 8.64 lacs which is disclosed in Note 26 ' Other Current Financial Liabilities'.

21.3 Secured by hypothecation of asset purchased, repayable in 59 installments. The loan carries interest @ 9.49% p.a.

22 Non-current provisions

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 01, 2016
Provision for employee benefits (Refer Note no. 45)			
For compensated absences	54.09	43.38	25.46
For compensated sick leaves	6.50	4.16	-
For gratuity	156.94	136.57	110.66
Total	**217.53**	**184.11**	**136.12**

23 Income taxes

a) Tax expense recognised in profit and loss:

Particulars	As At March 31, 2018	As At April 01, 2017
Current tax expense for the year	1,029.70	638.56
Tax expense of prior year	-	5.92
Net current tax expenses	**1,029.70**	**644.48**
Deferred Income tax liability / (asset), (net)		
Origination and reversal of temporary differences	369.18	170.54
Total	**1,398.88**	**815.02**

b) Tax expense recognised in other comprehensive income:

Particulars	As At March 31, 2018	As At April 01, 2017
Items that will not be reclassified subsequently to profit or loss		
Re-measurements of the defined benefit plans	(1.84)	(0.29)
Items that will be reclassified subsequently to profit or loss		
Exchange differences on translating the financial statements of foreign operation	211.09	(125.01)
Net gain / (loss) on cash flow hedges	49.55	11.16
Total	**258.80**	**(114.14)**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

c) Reconciliation of effective tax rate

Particulars	As At March 31, 2018	As At April 01, 2017
Profit before tax	3,206.20	2,273.80
Tax using the company's domestic tax rate	1,109.60	786.92
(March 31, 2018 - 34.61 % , March 31, 2017 - 34.61 %)		
Tax effect of:		
Expenses not deductible for tax purposes	23.25	29.07
Other exemption income	(75.79)	(21.22)
Differences in tax rate *	(135.20)	-
Differences in tax rate of foreign jurisdiction	477.02	-
Others	-	20.25
Total	**1,398.88**	**815.02**

*Reduced rate of 29,12% is applicable for company's which have reported a turnover of upto Rs.250 crores during FY-2016-17 as mentioned in Annual Budget 2018-19 and the same has been used by the company for calculating deferred tax as future tax rate is to be used.

(d) Movement in deferred tax balances

Particulars	Net balance as at March 2017			Net balance as at March 2018		
	Deferred tax asset (Net)	Deferred tax liability (Net)	Recognised in profit or loss	Recognised in OCI	Deferred tax asset (Net)	Deferred tax liability (Net)
Deferred tax assets / (liabilities)						
Property,plant and equipment	(1.56)	(994.38)	90.64	-	0.43	(905.73)
Cash flow hedge reserve	-	(130.23)	-	211.09	-	80.86
Employee benefits	0.56	76.84	0.89	(1.84)	0.04	76.41
Provision for doubtful advances	-	6.56	(0.74)	-	-	5.82
Unused tax credit	13.84	-	(1.12)	-	12.72	-
Intangibles	96.56	-	(23.05)	-	73.51	-
Net operating loss	1,284.74	-	(500.74)	-	784.00	-
Foreign currency translation reserve	51.57	(45.66)	-	49.56	95.24	(39.57)
Fair value of Mutual fund	-	(75.92)	75.92	-	-	-
Others	17.70	-	(10.99)	-	5.37	-
Net Deferred tax assets / (liabilities)	**1,463.41**	**(1,162.79)**	**(369.18)**	**258.81**	**971.31**	**(782.21)**

Particulars	Net balance as at April 01, 2016			Net balance as at March 2017		
	Deferred tax asset (Net)	Deferred tax liability (Net)	Recognised in profit or loss	Recognised in OCI	Deferred tax asset (Net)	Deferred tax liability (Net)
Deferred tax assets / (liabilities)						
Property,plant and equipment	(11.65)	(877.23)	(107.06)	-	(1.56)	(994.38)
Cash flow hedge reserve	-	(5.22)	-	(125.01)	-	(130.23)
Employee benefits	-	64.08	13.61	(0.29)	0.56	76.84
Provision for doubtful advances	-	24.16	(17.61)	-	-	6.55
Unused tax credit	13.84	-	-	-	13.84	-
Intangibles	155.78	-	(59.22)	-	96.56	-
Net operating loss	1,272.94	-	11.80	-	1,284.74	-
Foreign currency translation reserve	41.14	(46.39)	-	11.16	51.57	(45.66)
Fair value of Mutual fund	-	(66.02)	(9.90)	-	-	(75.92)
Others	19.82	-	(2.16)	-	17.70	-
Net Deferred tax assets / (liabilities)	**1,491.87**	**(906.62)**	**(170.54)**	**(114.14)**	**1,463.41**	**(1,162.80)**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

24. Current borrowings

Particulars	As At April 01, 2018	As At April 01, 2017	As At April 01, 2016
Secured loans			
Loans repayable on demand			
From Banks			
State Bank of India	45.08	365.82	87.66
Bank of Baroda	85.00	78.59	87.14
HDFC Bank	-	-	363.52
Total	**130.08**	**444.41**	**538.32**

Secured loan availed from the above mentioned banks is secured by hypothecation of the Current Assets of the Company, the whole of the immovable properties pertaining to DTA divisions situated at Plot No: 83/86, and 40, 40/1, 40/2, & 40/3 in GIDC industrial area, Nadiad including movable Plant & machinery, stores, spares tools and accessories and other movable both present and future of the Company which have been provided as collateral security, ranking pari pasu in favour of the Company's bankers. The said Working Capital limits are repayable on demand and the interest payable on Rupee borrowings range from 7.65 % to 11.25 % p.a. and on foreign currency borrowings is LIBOR plus margin (200 basis points).

25 Current trade payables

Particulars	As At April 01, 2018	As At April 01, 2017	As At April 01, 2016
Dues to micro and small enterprises	59.72	29.88	16.60
Dues to others	1,322.35	1,015.80	1,047.31
Total	**1,382.07**	**1,045.68**	**1,063.91**

26 Other financial liabilities

Particulars	As At April 01, 2018	As At April 01, 2017	As At April 01, 2016
Derivative instruments			
Derivative Foreign exchange forward contracts	107.31	-	-
Current maturity of long term borrowings	7.38	24.69	24.95
Interest accrued but not due	-	-	0.18
Employees related payables	79.44	58.02	62.80
Book overdraft	173.41	72.60	137.05
Unpaid dividend	87.46	63.67	72.53
Other liabilities	326.37	412.90	405.75
Total	**781.37**	**631.88**	**703.26**

27 Other current non-financial liabilities

Particulars	As At April 01, 2018	As At April 01, 2017	As At April 01, 2016
Advances from customer	4.57	14.07	45.48
Statutory dues and other dues payable	304.93	59.95	48.07
Other liabilities	-	3.70	6.19
Total	**309.50**	**77.72**	**99.74**

28 Current provisions

Particulars	As At April 01, 2018	As At April 01, 2017	As At April 01, 2016
Provision for employee benefits (Refer Note no.45)			
For compensated absences	4.91	7.29	8.49
For compensated sick leaves	1.05	0.55	6.11
For gratuity	14.60	8.36	12.30
Total	**20.56**	**16.20**	**26.90**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

29 Income tax liability (net)

Particulars	As At April 01, 2018	As At April 01, 2017	As At April 01, 2016
Other provisions			
Provision for taxation (net)	246.39	3.71	60.99
Total	**246.39**	**3.71**	**60.99**

30 Revenue from operations

Particulars	March 31, 2018	March 31, 2017
Sale of products (inclusive of excise duty)	20,102.47	19,369.39
Other operating revenue		
Export Incentives	790.22	745.73
Total	**20,892.69**	**20,115.12**

Consequent to the introduction of Good and Service Tax (GST) w.e.f July 01, 2017, Central excise, Value Added Tax(VAT), etc. have been subsumed into GST. In accordance with Indian Accounting Standard -18 on Revenue and Schedule III of the Companies Act 2013, unlike excise duties, levies like GST , VAT , etc. are not part of revenue. Accordingly , figure for the year ended March 31, 2018 is not strictly relatable to previous year.

Sale of goods includes excise duty collected from customers of Rs. 12.21 lacs; (March 31, 2017 Rs. 31.39 lacs)

31 Other income

Particulars	March 31, 2018	March 31, 2017
Interest income from		
Bank deposits	17.43	13.54
Others	20.66	12.77
Dividend income		
From other investment	-	0.65
Unwinding of discount on security deposit	5.37	1.06
Income from investment measured at FVTPL (Refer Note No. 50)	18.43	89.94
Foreign exchange gain (net)	928.64	374.16
Liabilities no longer required written back	26.62	8.68
Miscellaneous income	49.23	135.58
Total	**1,066.38**	**636.38**

Income from investment measured at FVTPL includes fair valuation impact of Rs. 18.43 lacs (Previous year Rs. 28.80 lacs)

32 Cost of materials consumed

(a) Raw material consumed

Particulars	March 31,2018	March 31,2017
Inventories at the beginning of the year	326.07	233.62
Add: Purchases (net)	5,595.53	5,830.09
	5,921.60	**6,063.71**
Less : Inventories at the end of the year	299.34	326.07
Total	**5,622.26**	**5,737.64**

(b) Packing material consumed

Particulars	March 31,2018	March 31,2017
Inventories at the beginning of the year	595.64	579.44
Add: Purchases (net)	2,231.83	2,186.57
	2,827.47	**2,766.01**
Less : Inventories at the end of the year	629.19	595.65
Total	**2,198.28**	**2,170.36**
Total cost of material consumed	**7,820.54**	**7,908.00**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

33 Purchase of stock in trade

Particulars	March 31, 2018	March 31, 2017
Purchases	3,410.44	3,086.43
Total	**3,410.44**	**3,086.43**

34 Change in inventories of finished goods, stock in trade and work-in-progress

Particulars	March 31, 2018	March 31, 2017
Inventories at the beginning of the year		
Work-in progress	1,236.52	1,244.22
Finished goods	212.20	165.41
Stock-in-trade	134.69	77.84
	1,583.41	**1,487.47**
Less: Inventories at the end of the year		
Work-in progress	921.00	1,236.52
Finished goods	192.40	212.20
Traded goods	320.51	127.70
	1,433.91	**1,576.42**
Total	**149.50**	**(88.95)**

35 Excise duty

Particulars	March 31, 2018	March 31, 2017
Duty paid on sales	12.21	31.39
Total	**12.21**	**31.39**

36 Employee benefits expenses

Particulars	March 31, 2018	March 31, 2017
Salaries and wages	1,449.10	1,553.67
Contribution to provident fund and other funds	130.38	119.69
Staff welfare expenses	58.86	63.95
Total	**1,638.34**	**1,737.31**

37 Finance costs

Particulars	March 31, 2018	March 31, 2017
Interest expense on		
Borrowing from banks	51.39	24.07
Borrowing from financial institution	2.18	4.23
Others	59.14	66.26
Total	**112.71**	**94.56**

38 Depreciation, Amortisation and impairment

Particulars	March 31, 2018	March 31, 2017
Tangible assets	440.28	447.31
Intangible assets	243.70	8.54
Total	**683.98**	**455.85**

39 Other expenses

Particulars	March 31, 2018	March 31, 2017
Freezing and preservation charges	29.94	21.29
Power & fuel	443.86	415.50
Electricity	11.71	16.80
Water charges	12.56	13.16
Rent includes lease rent	243.64	270.62
Repairs and maintenance to building	35.51	27.96
Repairs and maintenance to machinery	74.80	67.93
Repairs and maintenance to others	31.60	24.30

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Particulars	March 31, 2018	March 31, 2017
Insurance	89.43	64.84
Rates and taxes	49.37	66.97
Communication expenses	69.31	58.38
Travelling and conveyance expenses	370.59	482.35
Motor car expenses	54.30	52.21
Printing and stationery expenses	12.35	15.53
Freight and forwarding expenses	1,398.07	1,137.55
Sales commission and claims	241.77	368.28
Advertisement	805.76	1,066.59
Sales and marketing expenses - international	215.06	209.18
Sales and marketing expenses - domestic	148.46	184.72
Donations	2.64	0.41
Legal and professional fees	189.88	245.01
Payment to auditor	62.23	53.39
CSR expenses	41.93	54.97
Registration and filling fees	2.58	6.14
Directors' sitting fees	18.45	13.50
Bad debts written off	-	47.98
Loss on sale of fixed assets / assets scrapped	18.05	1.75
Written back / provision for doubtful trade receivables	0.89	(49.91)
Miscellaneous expenses	250.41	315.71
Total	**4,925.15**	**5,253.11**

40. Contingent Liabilities and Commitments

a. Contingent Liabilities

Rs. in lacs

Sr. No	Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
1.	**Claims against the company not acknowledged as debts:**			
a.	Income Tax Matters	289.04	585.78	194.90
b.	Service Tax Matters	463.54	463.54	433.01
c.	Legal Cases	19.05	11.05	19.97
2.	**Guarantees:**			
	Guarantees issued by the banks (net of margin money)	5.86	7.43	9.02

Notes:

a. It is not practicable for the Company to estimate the timing of cash outflows, if any, in respect of above pending resolution of the respective proceedings as it is determinable only on receipt of judgments/decisions pending with various forums/authorities.

b. The Company does not expect any reimbursements in respect of the above contingent liabilities.

b. Capital commitments

Rs. in lacs

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
Capital commitments (net of advances)	90.04	14.13	70.44

41. Disclosures made in terms of schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Deposits paid to related parties

Interest free security deposit of Rs. 10.50 lacs (2016-17 : Rs. 11.00 lacs and 2015-16 : Rs. 11.50 lacs), paid for guest house taken on lease from a Related party.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

42. Disclosures in respect of lease

The Company's significant leasing arrangements are in respect of operating leases for Commercial / Official premises. Lease expenditure for operating leases are recognised on straight line basis over the period of lease. These leasing arrangements are non-cancellable, and are renewable on periodic basis by mutual consent on mutually accepted terms. The particulars of the premises taken on operating leases are as under:

Rs. In lacs

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
i) Not later than one year	180.94	223.08	199.50
ii) Later than one year and not later than five years	150.25	304.59	78.81
iii) Later than five years	40.83	41.33	42.33

Lease payment recognised in the Statement of Profit and Loss for the year ended is Rs. 238.97 lacs (2016-17: Rs. 268.62 lacs and 2015-16: Rs. 399.52 lacs)

43. Related party disclosures

List of related parties as required by Ind AS – 24, "Related Party Disclosure" are given below

Sr. No:	Related party relationship	Name of the Related Parties
1.	Key managerial personnel	Mr. Ashok H. Thakkar – Chairman
		Mr. Bimal R. Thakkar – Managing Director and Chief Executive Officer
		Mr. Bhavesh R. Thakkar – Executive Director and Chief Financial Officer
2.	Relative of key managerial personnel	Mr. Mishal A. Thakkar – Vice-President
		Mrs. Mahalaxmi R. Thakkar (Relative of Directors)

The following transactions were carried out with the related parties in the ordinary course of business

Rs. In lacs

Particulars	Financial Year	Key Managerial Personnel	Relatives of Key managerial personnel	Total
Salary	2017-18	182.50	18.55	201.05
	2016-17	162.41	14.70	177.11
	2015-16	154.35	12.21	166.56
Rent	2017-18	-	0.50	0.50
	2016-17	-	0.50	0.50
	2015-16	-	0.50	0.50

Balances outstanding at the end of the year:

Rs. In lacs

Particulars	Financial Year	Key Managerial Personnel	Relatives of Key managerial personnel	Total
Non-Current loans (Security Deposit)	2017-18	-	10.50	10.50
	2016-17	-	11.00	11.00
	2015-16	-	11.50	11.50

Material related party transactions as under:

Rs. In lacs

Particulars	Name of the related parties	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
Salary	Mr. Ashok H. Thakkar	61.23	54.63	51.45
	Mr. Bimal R. Thakkar	61.23	54.67	51.45
	Mr. Bhavesh R. Thakkar	60.04	53.11	51.45
	Mr. Mishal A. Thakkar	18.55	14.70	12.21
Long-term loans and advances	Mrs. Mahalaxmi R. Thakkar	10.50	11.00	11.50

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Compensation to Key Managerial Personnel is as follows:

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
Short term employee benefits	3.08	2.80	2.45
Post retirement benefits	68.54	60.00	50.48
Share based payment transactions	-	-	-

44. Financial and derivative instruments – Hedge Accounting

i) Impact of hedging activities

a. Disclosure of effects of hedge accounting on financial position:

March 31, 2018

Types of hedge and risks	Nominal Value		Carrying amount of hedging instrument		Maturity date	Hedge ratio*	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities				
Cash flow hedge Foreign exchange risk Foreign exchange forward contracts	9,638.04	-	-	107.31	April 2017 to March 2018	1:1	(724.89)	724.89

March 31, 2017

Types of hedge and risks	Nominal Value		Carrying amount of hedging instrument		Maturity date	Hedge ratio*	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities				
Cash flow hedge Foreign exchange risk Foreign exchange forward contracts	8,681.24	-	638.81	-	April 2016 to March 2017	1:1	361.22	(361.22)

March 31, 2016

Types of hedge and risks	Nominal Value		Carrying amount of hedging instrument		Maturity date	Hedge ratio*	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities				
Cash flow hedge Foreign exchange risk Foreign exchange forward contracts	8,341.16	-	275.61	-	April 2015 to March 2016	1:1	15.09	(15.09)

*The foreign exchange forward contracts are denominated in the same currency as the highly probable future sales therefore the hedge ratio is 1:1.

b. Disclosure of effects of hedge accounting on financial performance

March 31, 2018 Rs. in lacs

Type of Hedge	Change in the value of hedging instrument recognised in Other comprehensive income	Hedge ineffectiveness recognised in profit or (loss)	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge Foreign exchange risk	(724.89)	(19.24)	506.59	Other Income

March 31, 2017 Rs. in lacs

Type of Hedge	Change in the value of hedging instrument recognised in Other comprehensive income	Hedge ineffectiveness recognised in profit or (loss)	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge Foreign exchange risk	361.22	0.66	270.38	Other Income

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Company's hedging policy only allows for effective hedge relationships to be established. Hedge effectiveness is determined at the inception of the hedge relationship and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Company enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item, and so a qualitative assessment of effectiveness is performed. If changes in circumstances affect the terms of the hedged item such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the Company uses the hypothetical derivative method to assess effectiveness.

Ineffectiveness is recognised on a cash flow hedge where the cumulative change in the designated Component value of the hedging instrument exceeds on an absolute basis the change in value of the hedged item attributable to the hedged risk. In hedges of foreign currency forecast sale may arise if:

- The critical terms of the hedging instrument and the hedged item differ (i.e. nominal amounts, timing of the forecast transaction, interest resets changes from what was originally estimated), or
- Differences arise between the credit risk inherent within the hedged item and the hedging instrument.

Refer Note - 20 for the details related to movement in cash flow hedging reserve.

45. Employee Benefits

a) Defined contribution plans

Amount of Rs. 75.32 lacs (2016-17: Rs. 78.50 lacs and 2015-16: Rs. 76.13 lacs) representing contribution to provident fund is recognised as an expense and is included in "Employee benefits expenses" in the Statement of Profit and Loss.

Amount of Rs. 11.92 lacs (2016-17: Rs. 7.46 lacs and 2015-16: Rs. 6.55 lacs) representing contribution to Employee State Insurance scheme is recognised as an expense and is included in "Employee benefits expenses" in the Statement of Profit and Loss.

b) Defined benefit plan

Compensated absence
Provision for compensated absences is made for outstanding leave balance at the year end at basic salary cost which can be utilized in future and are en-cashable. Amount of Rs 59.51 lacs (2016-17: Rs. 51.21 lacs and 2015-16: Rs. 34.26 lacs) has been recognised in balance sheet of which Rs 54.57 lacs (2016-17: Rs. 43.87 lacs and 2015-16: Rs. 25.53 lacs) shown under long term provision and balance Rs 4.94 lacs (2016-17: Rs. 7.60 lacs and 2015-16: Rs. 8.73 lacs) is shown under short term provision as given in the Actuarial report as on March 31, 2018.

Expenses of Rs 24.32 lacs (2016-17: Rs. 33.64 lacs and 2015-16: Rs. 14.07 lacs) are recognised in the Statement of Profit and Loss.

Compensated sick leave
Provision for compensated absences is made for outstanding sick leave balance at the year end at gross salary which can be utilized in future and are non en-cashable. Amount of Rs 7.55 lacs (2016-17: Rs. 4.71 lacs and 2015-16: Rs. 6.11 lacs) has been recognised in balance sheet of which Rs. 6.50 lacs (2016-17: Rs. 4.16 lacs and 2015-16: Nil) shown under long term provision and balance Rs 1.05 lacs (2016-17: Rs. 0.55 lacs and 2015-16: Rs. 6.11 lacs) is shown under short term provision as given in the Actuarial report as on March 31, 2018.

Expenses of Rs. 2.84 lacs (2016-17: Rs. (1.40) lacs and 2015-16: Rs. 13.77 lacs) are recognised in the Statement of Profit and Loss.

Gratuity

Funded
The Company has offered its employees defined benefit plan in the form of Group Gratuity Scheme. Gratuity Scheme covers all qualifying employees as statutorily required under the Payment of Gratuity Act, 1972. The Company has made irrevocable contribution of funds to LIC of India.

The present value of the defined benefit obligation and the related current service cost is measured using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date.

Unfunded
Amount of Rs 171.54 lacs (2016-17: Rs. 144.92 lacs and 2015-16: Rs. 122.96 lacs) has been recognised in balance sheet of which Rs 156.94 lacs (2016-17: Rs. 136.57 lacs and 2015-16: Rs. 110.66 lacs) shown under long term provision and balance Rs 14.66 lacs (2016-17: Rs. 8.41 lacs and 2015-16: Rs. 12.56 lacs) is shown under short term provision as given in the Actuarial report as on March 31, 2018

The present value of the defined benefit obligation and the related current service cost is measured using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date.

Rs. In lacs

	Particulars	Gratuity (funded and unfunded)	
		2017-18	2016-17
I	**Present value of obligation**		
	Liability at the beginning of the year	293.74	259.19
	Interest cost	21.81	20.55
	Current service cost	25.61	26.15
	Benefit paid	(11.88)	(10.28)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	Particulars	Gratuity (funded and unfunded)	
		2017-18	2016-17
	Benefit payable by the Company	-	-
	Actuarial (gain) / loss on obligations	(5.07)	(1.64)
	Liability at the end of the year	333.49	293.64
II	**Change in Plan Assets**		
	Fair value of plan assets at the beginning of the year	148.72	136.24
	Adjustment to opening balance	-	1.74
	Interest Income	11.27	9.83
	Actual return on plan assets	-	-
	Employer's Contributions	15.11	11.64
	Benefit paid	(11.88)	(10.28)
	Gratuity due but not paid	-	-
	Re-measurement – return on assets	(1.27)	(0.45)
	Fair value of plan assets at the end of the year	161.95	148.72
III	**Amount recognised in the balance sheet**		
	Liability at the end of the year	333.49	293.64
	Fair value of plan assets at the end of the year	161.95	148.72
	Present value of unfunded obligations	171.54	144.93
IV	**Expenses recognised in the Statement of Profit and Loss**		
	Current service cost	25.61	26.15
	Interest cost	21.81	20.55
	Actual return on plan assets	(11.28)	(9.83)
	Net actuarial (gain) / loss to be recognised	6.29	(0.81)
	Expense recognised in Statement of Profit and Loss	42.43	36.06
V	**Actuarial assumptions :**		
	Discount rate	7.50%	7.50%
	Rate of return on plan assets	7.50%	7.50%
	Salary escalation	6.00%	6.00%
	Mortality	Indian Assured lives Mortality(2006-08) Ultimate	

The Company has partly funded the closing balance of present value of obligation to the extent of Rs. 161.95 lacs, the balance of Rs. 171.11 lacs is unfunded.

Experience Adjustments for the current and previous four years

Rs. In lacs

Experience	2017-18	2016-17	2015-16	2014-15	2013-14
Defined Benefit Obligation	333.06	293.29	258.87	277.67	187.88
-Plan Assets	161.95	148.71	136.24	130.21	100.20
Status [Surplus / (Deficit)]	(171.11)	(144.58)	(122.64)	(92.26)	(87.67)
Experience Adjustments of Obligation [(Gain)/Loss]	6.29	(0.81)	9.75	(2.49)	10.19

46. Computation of earnings per share

Rs. In lacs

Particulars	2017-18	2016-17
Profit after tax	1,807.32	1,458.78
Number of shares outstanding at the beginning of the year	2,12,01,461	2,20,00,000
Less: Buyback during the year	-	7,98,539
Weighted average number of equity shares outstanding at the end of the year	2,12,01,461	2,12,01,461
Earnings per share		
Basic	8.52	6.88
Diluted	8.52	6.88
Nominal value of Shares	10	10

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

47. Segment Reporting

a. General Information

Factors used to identify the entity's reportable segments, including the basis of organisation

For management purposes, the Group has only one reportable segment namely, "Processed Food".The Managing Director of the company acts as the Chief Operating Decision Maker ("CODM"). The CODM evaluates the company's performance and allocates resources based on an analysis of various performance indicators.

b. Information about Product and Services

The Group has revenue from external customer to the extent of Rs. 20,892.69 lacs (Previous year : Rs. 20,115.12 lacs)

c. Information about Geographical Areas

The revenue from India is Rs. 295.93 lacs and from outside India Rs. 20,596.76 lacs (Previous year :In India – Rs. 566.69 lacs and Outisde India – Rs. 19,548.43 lcas) and the Non-Current assets other than financial instruments and deferred tax assets from India are Rs. 13,154.29 lacs (Previous year 2016-17: Rs. 13,380.69 lacs and Previous year 2015-16 : Rs. 12981.15 lacs) and from outside India are Rs. 6771.58 lacs (Previous year 2016-17: Rs. 7347.17 lacs and Previous year 2015-16 : Rs. 7158.79 lacs)

d. Information about Major Customers

There were no reportable major customers for the year ended March 31, 2018(Previous year: Nil)

48. The Company held majority shareholding in Power Brands (Foods) Private Limited ('PBFPL'). It presently holds 2,08,85,992 fully paid Equity Shares of Rs. 10/- each (including 20,75,992 Equity shares acquired at Rs. 330.08 lacs in Financial Year 2012-13). PBFPL is presently under voluntary liquidation process.

Pursuant to a special resolution passed on November 5, 2012 by its members, PBFPL went into the members' voluntary liquidation. In the course of liquidation process, the voluntary liquidator, with the prior approval of the members vide their special resolution dated March 8, 2013, distributed PBFPL's intangible asset - Ashoka brand and part of cash and bank balance to its Shareholders in proportion to their respective shareholding in PBFPL while retaining certain other fixed and current assets to meet its contingent and other liabilities.

By virtue of the above distribution, the Company received Ashoka brand in the financial year 2012-13 (valued at Rs. 2,935.99 lacs by an independent valuer) in lieu of its investment in PBFPL's equity shares of Rs. 2,211.08 lacs. Accordingly, the Company capitalised the said brand in its books at Rs. 2,935.99 lacs in the said financial year after adjusting the same against the investment value of Rs. 2,211.08 lacs and carried the balance of Rs. 724.91 lacs to the credit of the Statement of Profit and Loss as an exceptional item in that year.

During the Financial Year 2012-13, the voluntary liquidator, with the prior approval of the members vide their special resolution dated 10th November 2014, distributed PBFPL's immovable property situated at Sewree, Mumbai and part of cash and bank balance to its Shareholders in proportion to their respective shareholding in PBFPL while retaining certain other current assets to meet with its contingent and other liabilities. The excess value of assets so received over the investment value in Equity Shares of PBFPL was accounted for in the Company's Statement of Profit & Loss under the head exceptional item.

Consequently, the investment in Equity Shares of PBFPL stand fully realised. However, pending completion of liquidation process, the Company has not surrendered the said shares to the Voluntary liquidator and they have been shown under the head "Investment" at nil value.

49. First-time adoption of Ind AS

These are the Company's first consolidated financial statements prepared in accordance with Ind AS. The accounting policies set out in Note 2 have been applied in preparing the consolidated financial statements for the year ended March 31, 2018, the comparative information presented in these consolidated financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet as at April 1, 2016 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in consolidated financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

Exemption And Exception Availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

a) Ind AS optional exemptions

Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments to all assets and liabilities whose recognition is required by Ind AS. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets.

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value adjusted for certain adjustments whose recognition is required by Ind AS.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

b) Ind AS mandatory exceptions

1. Hedge accounting

Hedge accounting can only be applied prospectively from the transition date to transactions that satisfy the hedge accounting criteria in Ind AS 109, at that date. Hedging relationships cannot be designated retrospectively, and the supporting documentation cannot be created retrospectively. As a result, only hedging relationships that satisfied the hedge accounting criteria as of April 1, 2016 are reflected as hedges in the Company's balance sheet under Ind AS.

The Company had designated various hedging relationships as cash flow hedges under the previous GAAP. On date of transition to Ind AS, the Company had assessed that all the designated hedging relationship qualifies for hedge accounting as per Ind AS 109. Consequently, the Company continue to apply hedge accounting on and after the date of transition to Ind AS.

2. Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Impairment of financial assets based on expected credit loss model.
- Financial assets as well as financial liability recognised at FVPL

3. Classification and measurement of financial assets

The company has classified and measured the financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

4. Derecognition of financial assets and financial liabilities

The company has opted to apply the exemption available under Ind AS 101 to apply the derecognition criteria of Ind AS 109 prospectively for the transaction occurring on or after the date of transition to Ind AS

Reconciliation between previous GAAP and Ind AS

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101: Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

Reconciliation of equity as at date of transition April 1, 2016

Rs. in lacs

Particulars	Notes	Regrouped IGAAP*	Ind AS Adjustments	Ind AS
ASSETS				
Non-Current Assets				
Property, Plant and Equipment		4,929.94	-	4,929.94
Capital work-in-progress		23.49	-	23.49
Intangible Assets	a	3,361.07	-	3,361.07
Financial Assets				
Loans		179.39	-	179.39
Other Financial assets		239.92	-	239.92
Deferred Tax Assets (net)		1,450.76	41.11	1,491.87
Income Tax Assets (net)		95.31	-	95.31
Other Non-Financial Assets		102.53	-	102.53
Total Non-Current Assets		**10,382.41**	**-**	**10,423.52**
Current Assets				
Inventories		2,300.54	-	2,300.54
Financial Assets				
Investments	b	800.16	190.76	990.92
Trade Receivables		3,644.81	-	3,644.81
Cash and Cash Equivalents		748.59	-	748.59
Bank Balances other than above		167.90	-	167.90
Loans		23.25	-	23.25
Other Financial Assets		477.76	-	477.76
Income Tax Assets (net)		3.04		3.04
Other Non - Financial Assets		769.23	-	769.23
Total Current Assets		**8,935.28**	**190.76**	**9,126.04**
TOTAL ASSETS		**19,317.69**	**231.87**	**19,549.56**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Particulars	Notes	Regrouped IGAAP*	Ind AS Adjustments	Ind AS
EQUITY AND LIABILITIES				
EQUITY				
Equity Share Capital		2,237.83	-	2,237.83
Other Equity		13,635.96	114.39	13,750.35
Total Equity		**15,873.79**	**114.39**	**15,988.18**
LIABILITIES				
Non-Current Liabilities				
Financial Liabilities				
Borrowings		25.52	-	25.52
Provisions		136.12	-	136.12
Total Non Current Liabilities		**950.78**	**117.48**	**1,068.26**
Current Liabilities				
Financial Liabilities				
Borrowings		538.32	-	538.32
Trade Payables		1,063.91	-	1,063.91
Other Financial Liabilities		703.26	-	703.26
Other Non-Financial Liabilities	d(ii)	99.74	-	99.74
Provisions		26.90	-	26.90
Income Tax Liabilities (net)		60.99	-	60.99
Total Current Liabilities		**2,493.12**	**-**	**2,493.12**
TOTAL EQUITY AND LIABILITIES		**19,317.69**	**231.87**	**19549.56**
Deferred Tax Liability (net)	c	789.14	117.48	906.62

Reconciliation of equity as at March 31, 2017

Rs. in lacs

Particulars	Notes	Regrouped IGAAP *	Ind AS Adjustments	Ind AS
ASSETS				
Non-Current Assets				
Property, Plant and Equipment		4,818.76	-	4,818.76
Capital work-in-progress		88.10	-	88.10
Intangible Assets	a	2,780.02	545.29	3,325.31
Financial Assets			**-**	
Loans		160.06	-	160.06
Other Financial Assets		276.05	-	276.05
Deferrred tax assets (net)		1,422.16	41.25	1,463.41
Income Tax Assets (net)		274.97	-	274.97
Other Non-financial Assets		35.38		35.38
Total Non-Current Assets		**9,855.80**	**586.54**	**1,0442.04**
Current Assets				
Inventories		2,498.13	-	2,498.13
Financial Assets				
Investments	b	630.00	219.38	849.38
Trade Receivables		3,395.27	-	3,395.27
Cash and Cash Equivalents		1,177.52	-	1,177.52
Bank Balances other than above		189.91	-	189.91
Loans		22.28	-	22.28
Other Financial Assets		824.57	-	824.57
Income tax assets (net)		1.00	-	1.00
Other Non-Financial Assets		876.54	(1.20)	875.34
Total Current Assets		**9.615.22**	**218.18**	**9,833.40**
TOTAL ASSETS		**19,470.71**	**804.72**	**20,275.44**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Particulars	Notes	Regrouped IGAAP *	Ind AS Adjustments	Ind AS
EQUITY AND LIABILITIES				
EQUITY				
Equity Share Capital		2,157.98	-	2,157.98
Other Equity		14,174.27	366.76	14,541.03
Total Equity		**16,332.25**	**366.76**	**16,699.01**
Non-Current Liabilities				
Financial Liabilities				
Borrowings		9.92	-	9.92
Provisions		184.11	-	184.11
Deferred Tax Liability (net)	**c**	**724.84**	**437.96**	**1,162.80**
Total Non-Current Liabilities		**918.87**	**437.96**	**1,356.83**
Current Liabilities				
Financial Liabilities				
Borrowings		444.41	-	444.41
Trade Payables		1,045.68	-	1,045.68
Other Financial Liabilities	d(i)	631.88	-	631.88
Other Non-financial Liabilities		77.72	-	77.72
Provisions		16.20	-	16.20
Income tax Liablities (net)		3.71	-	3.71
Total Current Liabilities		**2,219.60**	**-**	**2,219.60**
TOTAL EQUITY AND LIABILITIES		**19,470.71**	**804.72**	**20,275.44**

Reconciliation of total comprehensive income for the year ended March 31, 2017

Rs. in lacs

Particulars	Notes	Regrouped IGAAP*	Effects of Transition to Ind AS	Ind AS
INCOME				
Revenue from Operations		20,115.12	-	20,115.12
Other Income		608.94	28.21	636.38
Total Income		**20,724.06**	**28.21**	**20,751.50**
EXPENSES				
Cost of material consumed		7,908.00	-	7,908.00
Excise Duty	e	31.39	-	31.39
Purchases of stock-in-trade		3,086.43	-	3,086.43
Changes in inventories of finished goods, stock-in-trade and work-in-progress		(88.95)	-	(88.95)
Employee Benefit Expenses	f	1,736.46	0.85	1,737.31
Finance Costs		94.56	-	94.56
Depreciation ,amortization and impairment Expense	a	1,002.09	(545.48)	455.85
Other Expenses		5,253.11	-	5,253.11
Total Expenses		**19,023.09**	**(544.63)**	**18,477.70**
Profit Before Tax		**1,700.97**	**572.84**	**2,273.80**
Tax Expense				
Current Tax		644.48	-	644.48
Deferred Tax	c	(27.72)	198.26	170.54
Total Tax Expense		**616.76**	**198.26**	**815.02**
Profit for the Year		**1,084.20**	**374.58**	**1,458.78**
Other Comprehensive Income				
Items that will not be reclassified subsequently to profit or loss				
Re-measurements of the defined benefit plan	f	-	0.84	0.84
Income tax relating on above item		-	(0.29)	(0.29)
Items that will be reclassified subsequently to profit or loss			-	
Exchange differences on translating the financial statement of foreign operation		-	(32.26)	(32.26)
Net gain/ (loss) on cash flow hedges	d(i)	-	361.22	361.22
Income tax on above item		-	(113.85)	(113.85)
Net Other Comprehensive Income		**-**	**215.66**	**215.66**
Total Comprehensive Income for the Year		**1,084.20**	**590.24**	**1,674.44**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Impact of Ind AS adoption on the statement of cash flows for the year ended March 31, 2017

Rs. in lacs

Particulars	Notes	Previous GAAP	Adjustments	Ind AS
Net cash flow from operating activities		1,692.90	(10.38)	1,682.52
Net cash flow from investment activities		(95.25)	0.20	(95.05)
Net cash flow from financing activities		(1,160.05)	1.5	(1,158.55)
Net increase / (decrease) in cash and cash equivalents		436.70	(341.48)	94.96
Cash and cash equivalents as at April 1, 2016		696.90	385.65	1,082.55
Effects of exchange rate changes on cash and cash equivalents		(333.95)	-	(333.95)
Cash and cash equivalents as at March 31, 2017		1,133.60	(1038.64)	94.96

* Previous GAAP figures have been reclassified/regrouped wherever necessary to conform with consolidated financial statements prepared under Ind AS.

Notes:

a. Reversal of amortisation of Trademark under IGAAP:

Under Indian GAAP, Trademark was amortized on a straight line basis considering a finite useful life. However, under Ind AS, an intangible asset shall be regarded by the entity as having an indefinite useful life when, based on an analysis of all of the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the entity. Hence, intangible assets are assessed as having indefinite useful life and are not amortised but are tested for impairment at least annually.

b. Fair value gains on financial instruments

Under Indian GAAP, the Company accounted for current investments at lower of cost or fair value. Under Ind AS, the Company has classified the mutual funds as subsequently measured at FVTPL. Such instruments are fair valued at each reporting date and the changes in fair value are recorded through profit and loss account. At the date of transition to Ind AS, difference between the instruments' fair value and Indian GAAP carrying amount has been recognised in retained earnings.

c. Deferred tax on Ind AS adjustments

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of the balance sheet approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP.

d. i) Derivative Instruments - Foreign Exchange Forward Contracts

Under Previous GAAP, unrealised net loss on foreign exchange forward contracts, if any, as at each Balance Sheet date was provided for. Under Ind AS, foreign exchange forward contracts are mark-to-market as at Balance Sheet date and unrealised net gain or loss is recognised in profit and loss statement. Derivative assets and derivative liabilities are presented on gross basis.

ii) Security Deposit

Under the previous GAAP, interest free lease security deposits (that are refundable in cash on completion of the lease term) are recorded at their transaction value. Under Ind AS, all financial assets are required to be recognised at fair value. Accordingly, the Company has fair valued these security deposits under Ind AS. Difference between the fair value and transaction value of the security deposit has been recognised as deferred rent. Deferred rent is recognised as an expense on a straight line basis over the period of lease with corresponding recognition of interest income on the outstanding amount.

e. Excise Duty

Under Previous GAAP, excise duty was netted off against sale of goods. However, under Ind AS, excise duty is included in sale of goods and is separately presented as expense on the face of Statement of Profit and Loss. Thus, sale of goods under Ind AS has increased with a corresponding increase in expenses.

f. Other comprehensive income

Both under Indian GAAP and Ind AS the Company recognised costs related to post-employment defined benefit plan on an actuarial basis. Under Indian GAAP, actuarial gains and losses are charged to profit or loss, however in Ind AS the actuarial gains and losses are recognised through other comprehensive income.

50. Financial instruments – Fair values and risk management

Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Rs. in lacs

March 31, 2018	Carrying amount				Fair value			
	Fair value through profit and loss	Fair value through other comprehensive income	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
Non Current								
Trade Receivables	-	-	4.51	4.51	-	-	-	-
Loans	70.81	-	89.46	160.27	-	70.81	-	70.81
Other financial assets	-	-	144.34	144.34	-	-	-	-
Current								
Trade Receivables	-	-	4,295.37	4,295.37	-	-	-	-
Cash and cash equivalents	-	-	2,821.17	2,821.17	-	-	-	-
Bank balances other than above	-	-	342.12	342.12	-	-	-	-
Loans	-	-	20.80	20.80	-	-	-	-
Other financial assets	-	-	431.72	431.72	-	-	-	-
	70.81	**-**	**8,149.48**	**8,220.29**	**-**	**70.81**	**-**	**70.81**
Financial Liabilities								
Non Current								
Borrowings	-	-	2.54	2.54	-	-	-	-
Provisions	-	-	217.53	217.53	-	-	-	-
Current								**-**
Borrowings	-	-	130.08	130.08	-	-	-	-
Trade payables	-	-	1,382.07	1,382.07	-	-	-	-
Other Current Financial Liabilities	-	107.31	674.06	781.37	-	107.31	-	107.31
	-	**107.31**	**2,406.28**	**2,513.59**	**-**	**107.31**	**-**	**107.31**

Rs. in lacs

March 31, 2017	Carrying amount				Fair value			
	Fair value through profit and loss	Fair value through other comprehensive income	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
Non Current								
Loans	60.87	-	99.19	160.06	-	60.87	-	60.87
Other financial assets	-	-	276.05	276.05	-	-	-	-
Current								
Investments	849.38	-	-	849.38	849.38	-	-	849.38
Trade Receivables	-	-	3,395.27	3,395.27	-	-	-	-
Cash and cash equivalents	-	-	1,177.52	1,177.52	-	-	-	-
Bank balances other than above	-	-	189.91	189.91	-	-	-	-
Loans	-	-	22.28	22.28	-	-	-	-
Other financial assets	-	638.81	185.76	824.57	-	638.81	-	638.81
	910.25	**638.81**	**5,345.98**	**6,895.04**	**849.38**	**699.68**	**-**	**1,549.06**
Financial Liabilities								
Non Current								
Borrowings	-	-	9.92	9.92	-	-	-	-
Provisions	-	-	184.11	184.11	-	-	-	-
Current								
Borrowings	-	-	444.41	444.41	-	-	-	-
Trade payables	-	-	1,045.68	1,045.68	-	-	-	-
Other Current Financial Liabilities	-	-	631.88	631.88	-	-	-	-
	-	**-**	**2,316.00**	**2,316.00**	**-**	**-**	**-**	**-**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Rs. in lacs

April 01, 2016	Carrying amount				Fair value			
	Fair value through profit and loss	Fair value through other comprehensive income	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
Non Current								
Loans	-	-	179.39	179.39	-	-	-	-
Other financial assets	-	-	239.92	239.92	-	-	-	-
Current								
Investments	990.92	-	-	990.92	990.92	-	-	990.92
Trade Receivables	-	-	3,644.81	3,644.81	-	-	-	-
Cash and cash equivalents	-	-	748.59	748.59	-	-	-	-
Bank balances other than above	-	-	167.90	167.90	-	-	-	-
Loans	-	-	23.25	23.25	-	-	-	-
Other financial assets	-	275.61	202.15	477.76	-	275.61	-	275.61
	990.77	**275.61**	**5206.01**	**6,472.54**	**990.77**	**275.61**	**-**	**1,266.53**
Financial Liabilities								
Non Current								
Borrowings	-	-	25.52	25.52	-	-	-	-
Provisions	-	-	136.12	136.12	-	-	-	-
Current	**-**	**-**			**-**	**-**	**-**	**-**
Borrowings	-	-	538.32	538.32	-	-	-	-
Trade payables	-	-	1063.91	1063.91	-	-	-	-
Other Current Financial Liabilities	-	-	703.26	703.26	-	-	-	-
	-	**-**	**2,467.13**	**2,467.13**	**-**	**-**	**-**	**-**

Fair Value Hierarchy

The fair value of financial instruments as referred to in note above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- Level 1: Quoted prices for identical instruments in an active market;
- Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: Inputs which are not based on observable market data.

Calculation of Fair Values

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent with those used for the year ended March 31, 2016.

Financial assets and liabilities measured at fair value as at Balance Sheet date:

1. The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

2. The fair values of the derivative financial instruments has been determined using valuation techniques with market observable inputs. The models incorporate various inputs including the credit quality of counter-parties and foreign exchange forward rates.

3. Loans – Security Deposits have fair values that approximate to their carrying amounts as it is based on the net present value of the anticipated future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

51. Financial Risk Management

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is foreign exchange risk. The Company uses derivative financial instruments - foreign currency forward contracts to mitigate foreign exchange related risk exposures. The Company's exposure to credit risk, excluding receivables from related parties, is influenced mainly by the individual characteristic of each customer

(i) Credit Risk

Credit risk arises from trade receivables, cash and cash equivalents and deposits with banks and financial institutions.

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. Credit risk is managed on a financial asset basis. For banks and financial institutions, only high rated banks/institutions are accepted.

Company's maximum exposure to credit risk for each class of financial asset is the carrying amount of the financial assets recognised in the statement of financial position.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

a. Historical trend default in case of applicable financial asset

b. actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counter party's ability to meet its obligations

c. Other applicable macroeconomic information such as regulatory changes

A default on a financial asset is when the counter party fails to make contractual payments within agreed credit terms from the date when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to Rs. 3,980.30 lacs (March 31, 2017 – Rs. 3,137.12 lacs and March 31, 2016 – Rs.3092.17 lacs as at reporting date. Trade receivables are typically unsecured. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company expects that estimate of expected credit loss for impairment is immaterial based on historical trend and the nature of business. No provision is considered necessary as at reporting date other than disclosed in Note 13 and Management continuously assesses the requirement for provision on ongoing basis. During the period, the Company made no write-offs of trade receivables except for those disclosed in Note 38.

(ii) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Management regularly monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows to ensure it has sufficient cash to meet ongoing operational fund requirements.

Rs. in lacs

March 31, 2018	Carrying Amount	Contractual cash flows				
		Total	Within 12 months	1-2 years	2-5 years	More than 5 years
Financial Liabilities						
Non Current						
Borrowings	2.54	2.54		2.54	-	-
Current						
Borrowings	130.08	130.08	130.08	-	-	-
Trade payables	1,382.07	1,382.07	1,382.07	-	-	-
Current maturities of long term borrowings	7.38	7.38	7.38	-	-	-
Other Financial Liabilities	773.99	773.99	773.99	-	-	-
	2,296.06	**2,296.06**	**2,293.52**	**2.54**	**-**	**-**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Rs. in lacs

March 31, 2017	Carrying Amount	Contractual cash flows				
		Total	Within 12 months	1-2 years	2-5 years	More than 5 years
Financial Liabilities						
Non Current						
Borrowings	9.92	9.92		7.38	2.54	-
Current						
Borrowings	444.41	444.41	444.41	-	-	-
Trade payables	900.70	900.70	900.70	-	-	-
Current maturities of long term borrowings	24.69	24.69	24.69	-	-	-
Other Financial Liabilities	388.21	388.21	388.21	-	-	-
	1,767.93	**1,767.93**	**1,758.01**	**7.38**	**2.54**	**-**

Rs. in lacs

March 31, 2016	Carrying Amount	Contractual cash flows				
		Total	Within 12 months	1-2 years	2-5 years	More than 5 years
Financial Liabilities						
Non Current						
Borrowings	25.52	25.52		15.60	9.92	-
Current						
Borrowings	538.32	538.32	538.32	-	-	-
Trade payables	853.23	853.23	853.23	-	-	-
Current maturities of long term borrowings	24.95	24.95	24.95	-	-	-
Other Financial Liabilities	677.74	677.74	677.74	-	-	-
	2,119.76	**2,119.76**	**2,094.24**	**15.60**	**9.92**	**-**

(iii) Currency Risk

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, GBP and EUR. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency. The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions.

The company's risk management policy is to hedge upto 50% of forecasted foreign currency sales for the subsequent 12 months. As per the risk management policy, foreign exchange forward contracts are taken to hedge upto 50% of the forecasted sales.

In accordance with its risk management policies and procedures, the Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to highly probable forecasted transactions. When derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedge exposure and assesses the effectiveness of the hedged item and hedging relationship based on economic relationship.

The carrying amount of the Company's exposure to foreign currency at the end of the reporting period expressed in INR, are as follows:

a) Trade and other receivables Rs. In lacs

Foreign currency	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Amount (in original currency)	Amount	Amount (in original currency)	Amount	Amount (in original currency)	Amount
USD	41.88	2,729.01	33.08	2,145.38	33.85	2,247.16
GBP	13.35	1,231.10	11.19	904.21	11.36	1,082.78
EURO	0.19	15.37	0.24	16.34	0.42	31.15

b) Trade payable Rs. In lacs

Foreign currency	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Amount (in original currency)	Amount	Amount (in original currency)	Amount	Amount (in original currency)	Amount
USD	1.47	95.70	1.96	127.07	2.34	155.21
GBP	0.54	50.03	0.66	53.23	0.66	62.65

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

c) Packing credit foreign currency (PCFC) loan **Rs. In lacs**

Foreign currency	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Amount (in original currency)	Amount	Amount (in original currency)	Amount	Amount (in original currency)	Amount
USD	-	-	-	-	2.33	154.70

d) EEFC balance **Rs. In lacs**

Foreign currency	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Amount (in original currency)	Amount	Amount (in original currency)	Amount	Amount (in original currency)	Amount
USD	33.37	2,174.84	6.48	419.89	2.64	175.08
GBP	2.36	217.31	2.85	230.59	3.45	327.81

The following significant exchange rates have been applied during the year:

Particulars	Year-end spot rate as at	
	March 31, 2018	March 31, 2017
USD / INR	65.1700	64.8250
GBP / INR	92.2500	80.8000
EUR / INR	80.6222	69.2476

Sensitivity for above exposures

A fluctuation in the exchange rates of 5% with other conditions remaining unchanged would have the following effect on Company's profit or loss before taxes as at March 31, 2018 and March 31, 2017:

Particulars	Impact on profit after tax	
	For the year ended March 31, 2018	For the year ended March 31, 2017
USD / INR increase by 5%	90.11	73.86
USD / INR decrease by 5%	(90.11)	(73.86)
GBP / INR increase by 5%	41.30	30.52
GBP / INR decrease by 5%	(41.30)	(30.52)
EUR / INR increase by 5%	0.58	0.53
EUR / INR decrease by 5%	(0.58)	(0.53)

52. Disclosures of additional information pertaining to the parent company and subsidiaries, as required under schedule III to the Companies Act, 201

March 31, 2018

Name of the Company	Net Assets (Total assets minus Total liabilities)		Share in Profit / (Loss) account		Share in Other comprehensive income (OCI)		Share in Total comprehensive income (TCI)	
	As % of Consolidated net assets	Net Assets	As % of Consolidated profits	Profit/ (Loss)	As % of Consolidated OCI	OCI	As % of Consolidated TCI	TCI
Parent Company								
ADF Foods Limited	119.50	20,842.76	122.96	2,222.37	80.86	(509.34)	145.50	1,713.03
Indian Subsidiary								
ADF Foods (India) Limited	0.11	18.7	0.92	16.71	0.00	0.03	1.42	16.74
Foreign Subsidiaries								
Direct Subsidiary								
ADF Foods (UK) Limited	33.22	5,793.68	(0.41)	(7.32)	2.28	(14.35)	(1.84)	(21.67)
Step down Subsidiary								
ADF Holdings (USA) Limited	13.39	2,335.49	(22.47)	(406.04)	16.87	(106.28)	(43.51)	(512.32)
Elimination	**(66.22)**	**(11,549.60)**	**(1.02)**	**(18.40)**	**-**	**-**	**(1.56)**	**(18.40)**
Total	**100.00**	**17,441.03**	**100.00**	**1,807.32**	**100.00**	**(629.94)**	**100.00**	**1,177.38**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2018

Name of the Company	Net Assets (Total assets minus Total liabilities)		Share in Profit / (Loss) account		Share in Other comprehensive income (OCI)		Share in Total comprehensive income (TCI)	
	As % of Consolidated net assets	Net Assets	As % of Consolidated profits	Profit/ (Loss)	As % of Consolidated OCI	OCI	As % of Consolidated TCI	TCI

March 31, 2017

Name of the Company	Net Assets (Total assets minus Total liabilities)		Share in Profit / (Loss) account		Share in Other comprehensive income (OCI)		Share in Total comprehensive income (TCI)	
	As % of Consolidated net assets	Net Assets	As % of Consolidated profits	Profit/ (Loss)	As % of Consolidated OCI	OCI	As % of Consolidated TCI	TCI
Parent Company								
ADF Foods Limited	118.37	19,767.03	98.42	1,435.74	109.77	236.74	99.88	1672.48
Indian Subsidiary								
ADF Foods (India) Limited	0.01	1.96	(0.13)	(1.93)	0.01	0.02	(0.11)	(1.91)
Foreign Subsidiaries								
Direct Subsidiary								
ADF Foods (UK) Limited	36.60	6,111.76	(0.65)	(9.53)	(0.62)	(1.34)	(0.65)	(10.87)
Step down Subsidiary								
ADF Holdings (USA) Limited	18.06	3,015.47	4.15	60.52	(9.16)	(19.76)	2.43	40.76
Elimination	**(73.04)**	**(12,197.21)**	**(1.78)**	**(26.02)**	**-**	**-**	**(1.55)**	**(26.02)**
Total	**100.00**	**16,699.01**	**100.00**	**1,458.78**	**100.00**	**215.66**	**100.00**	**1,674.44**

53. Details of subsidiaries

The companies considered in the consolidated financial statements are:

Name of the Company	Country of incorporation	% of holding held by the group As at			% of holding Non-controlling Interest(NCI) As at		
		March 31, 2018	March 31, 2017	April 01, 2016	March 31, 2018	March 31, 2017	April 01, 2016
ADF Foods (India) Limited	India	100%	100%	100%	0%	0%	0%
ADF Foods (UK) Limited	UK	100%	100%	100%	0%	0%	0%
ADF Holdings (USA) Limited	USA	100%	100%	100%	0%	0%	0%
Power Brands (Foods) Private Limited *	India	99.99%	99.99%	99.99%	0.01%	0.01%	0.01%

* Under members voluntary liquidation vide special resolution passed by the members on November 5, 2012. (Refer Note 48)

54. Previous year's figures have been regrouped / restated wherever necessary to confirm to current year's classification.

55. Figures have been rounded off to the nearest lacs.

For and on behalf of the Board of Directors

Ashok H. Thakkar
Chairman
DIN: 00087465

Bimal R. Thakkar
Managing Director & C.E.O.
DIN: 00087404

Bhavesh R. Thakkar
Executive Director & C.F.O.
DIN: 00939805

Shalaka Ovalekar
Company Secretary

Place : Mumbai
Date : May 29, 2018

FORM AOC - I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of the Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries

1	Name of subsidiary	ADF Foods (India) Limited - Wholly owned subsidiary	ADF Foods (UK) Limited - Wholly owned subsidiary		ADF Holdings (USA) Limited and its' subsidiary - step down subsidiary	
2	The date since when subsidiary was acquired	7th December 2009	6th September 2002		22nd September 2010	
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1st April 2017 to 31st March 2018	1st April 2017 to 31st March 2018		1st April 2017 to 31st March 2018	
4	Reporting currency and exchange rate as on the last date of the relevent financial year in the case of foreign subsidiary	Rupees	£ = INR	92.25	$ = INR	65.17
		Rs. / lacs	£	Rs. / lacs	$	Rs. / lacs
5	Share Capital	5.00	6,217,097	5,718.63	9,415,133	5,807.53
6	Reserves & Surplus	13.69	1,557	75.04	(5,915,709)	(3,472.03)
7	Total assets	52.75	6,233,258	5,846.92	4,341,742	2,884.44
8	Total liabilities	34.06	14,603	13.47	842,318	548.94
9	Investments	-	6,203,718	5,819.67	-	-
10	Turnover	185.51	-	-	5,742,413	3,706.05
11	Profit before taxation	22.50	(8,476)	(7.32)	198,232	129.30
12	Provision for tax	5.78	-	-	821,442	535.33
13	Profit after tax	16.72	(8,476)	(7.32)	(623,210)	(406.03)
14	Proposed dividend	-	(41)	(0.04)	(81)	(0.05)
15	% of share holding	100%	100%	100%	100%	100%

For KALYANIWALLA & MISTRY LLP
Chartered Accountants
Firm Registration Number 104607W/W100166

FARHAD M. BHESANIA
Partner
Membership Number 127355

Place: Mumbai
Date: May 29, 2018

For and on behalf of the Board

Ashok H. Thakkar
Chairman
DIN: 00087465

Bimal R. Thakkar
Managing Director & C.E.O.
DIN: 00087404

Bhavesh R. Thakkar
Executive Director & C.F.O.
DIN: 00939805

Shalaka Ovalekar
Company Secretary

Place: Mumbai
Date: May 29, 2018

ADF FOODS LIMITED

CIN: L15400GJ1990PLC014265
83/86 GIDC Industrial Estate, Nadiad 387001, Gujarat; Tel.: 0268-2551381/2 Fax. : 0268-2565068;
E-mail: info@adf-foods.com; website: www.adf-foods.com

PROXY FORM

Twenty Eighth Annual General Meeting – Saturday, 15th September, 2018 at 12.00 noon

Name of Member(s) :

Registered Address :

E-mail Id :

Folio No./ DP Id/Client Id :

I/We being member(s) holding ……..……. number of Shares of the above named Company hereby appoint:

[1] Name:..……..……..……..…….. Address: ……..…….....……..……

E-mail Id: ……..…….. Signature: ……..…….....……..…….....; or failing him

[2] Name:..……..……..……..…….. Address: ……..…….....……..……

E-mail Id: ……..…….. Signature: ……..…….....……..…….....; or failing him

[3] Name:..……..……..……..…….. Address: ……..…….....……..……

E-mail Id: ……..…….. Signature: ……..…….....……..…….....;

As my/our proxy to vote for me/us on my/our behalf at the Twenty Eighth Annual General Meeting of the Company to be held on Saturday, 15th September, 2018 at 12.00 noon and at any adjournment thereof in respect of the resolutions as indicated below:

Item No.	Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent the Resolution (AGAINST)
1.	Adoption of Audited Annual Financial Statements, Report of the Board of Directors and Auditors for the financial year ended 31st March, 2018.			
2.	Re-appointment of Mr. Bimal R. Thakkar as Director liable to retire by rotation.			
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.			

Signed this ……..……day of ……. 2018

Signature of Shareholder: ……..……

Affix Revenue Stamp

……..……..…….. ……..……..…….. ……..……..……

Signature 1st Proxy holder Signature 2nd Proxy holder Signature 3rd Proxy holder

Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

NOTES

NOTES

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