## $02^{\text {nd }}$ November, 2018

FOODS LTD.
Feeding the warld.

DCS-CRD
BSE Limited,
Phiroze Jeejeeboy Towers,
Dalal Street,
Mumbai-400001
Scrip Code: 51983

DCS-CRD
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400051
Scrip Code/Symbol: ADFFOODS

Dear Sir,

## Subject: Outcome of the Board Meeting held today i.e. $02^{\text {nd }}$ November, 2018

Pursuant to Regulations 30 and 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Un-audited Financial Results of the Company for the second quarter and half year ended $30^{\text {th }}$ September, 2018 to taken on record by the Board at its meeting held today i.e. $02^{\text {nd }}$ November, 2018.

The intimation pertaining to appointment of Mr. Anish Jhaveri as the Chief Financial Officer of the Company w.e.f. $02^{\text {nd }}$ November, 2018 is given separately.
The Board Meeting commenced at 5.00 p.m. and closed at 8.00 pm

Kindly take the same on your records.

November 02, 2018

DCS-CRD
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001
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: Limited Review Report on the Un-audited Financial Statements for the second quarter and half year ended $30^{\text {th }}$ September, 2018 -Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In Compliance with Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Limited Review Report issued by the Statutory Auditors on the Un-audited Financial Statements for the second quarter and half year ended $30^{\text {th }}$ September, 2018

We wish to inform that the Un-audited Financial Statements for the second quarter and half year ended $30^{\text {th }}$ September, 2018 were approved in the Board Meeting held on $02^{\text {nd }}$ November, 2018 at Mumbai and the same have been simultaneously forwarded to the Stock Exchanges.

Thanking you,
Yours faithfully

## For ADF Foods Limited

Encl: a/a

The Board of Directors
ADF Foods Limited
Marathon Innova B2, G01, Ground Floor, G. K. Road, Lower Parel

Mumbai - 400013

## LIMITED REVIEW REPORT

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of ADF Foods Limited ("the Company"), for the quarter and half year ended September 30, 2018 ("the Statement"), prepared by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors at its meeting held on November 2, 2018. Our responsibility is to issue a report on these standalone financial results based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Standalone Financial Results prepared in accordance with the applicable accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For KALYANIWALLA \& MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Registration Number 104607W/W100166
FARHAD M. BHESANIA

## PARTNER

Membership Number 127355
Place: Mumbai
Date: November 2, 2018

# KALYANIWALLA <br> \& MISTRYLLP 

The Board of Directors<br>ADF Foods Limited<br>Marathon Innova B2, G01, Ground Floor, G. K. Road, Lower Parel<br>Mumbai-400 013

## LIMITED REVIEW REPORT

1) We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of ADF Foods Limited ("the Company"), its subsidiaries (Company and subsidiaries, collectively referred to as "the Group") for the quarter and half year ended September 30, 2018 ("the Statement"), attached herewith, prepared by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors at its meeting held on November 2, 2018. Our responsibility is to issue a report on these consolidated financial results based on our review.
2) We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial results are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3) We did not review the financial results of a subsidiary incorporated outside India included in the consolidated quarterly and half yearly financial results, whose interim financial results reflect Group's share of total assets of Rs. 3,118 lacs as at September 30, 2018 and the Group's share of total revenue of Rs. 1,123 lacs and Rs. 2,000 lacs for the quarter and half year ended on that date respectively, as considered in the consolidated financial results. These interim financial results have been reviewed by another auditor whose report has been furnished to us by the Management and our opinion on the quarterly and half yearly consolidated financial results, to the extent they have been derived from such financial results is based solely on the report of such other auditor.

In case of this subsidiary, its interim financial results and other financial information have been prepared in accordance with accounting principles generally accepted in its country and is reviewed by another auditor under generally accepted auditing standards applicable in its country. The Company's management has converted the interim financial results of this subsidiary located outside India from accounting principles generally accepted in its country to accounting principles generally accepted in India (Indian Accounting Standards 'Ind AS'). We have reviewed these conversion adjustments made by the Company's management. Our conclusion in so far as it relates to the balances and affairs of this subsidiary located outside India is based on the report of the other auditor and the conversion adjustments made by the management of the Company and reviewed by us.

Our report on the Statement is not modified in respect of these matters.
4) The financial result of one subsidiary, whose financial result reflects the Group's share of total assets Rs. 5,887 lass as at September 30, 2018 and the Group's share of total revenue of Rs. 19 lacs for the quarter and half year ended on that date as considered in Consolidated Financial Results, is not reviewed as of the date of this report and have been included in the Consolidated Financial Results on the basis of Unaudited Management Accounts. The interim financial information of this subsidiary is not material to the group.

Our report on the Statement is not modified in respect of our reliance on the Unaudited Management Accounts and other financial information furnished by the Management
5) Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of Unaudited Consolidated Financial Results prepared in accordance with the applicable accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For KALYANIWALLA \& MISTRY LLP
CHARTERED ACCOUNTANTS
Firm Registration Number 104607W/W100166
Tallow ho own:

## FARAD M. BHESANIA

## PARTNER

Membership Number 127355
Place: Mumbai
Dated: November 2, 2018
Corp Off: Marathon Innova B2, G01, Ground floor, G.K. Road, Lower Parel, Mumbai-400013, Tel +912261415555, Fax: +912261415577 , Email: infoum adf-foods.com, web site www.adf-foods.com
Statement of Unaudited Financial Results for the quarter and half year ended September 30, 2018


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1) The above results pubished in accordance with Regulation 33 of the SEBI (Listing Obligations \& Disclosure Requirements) Regulations, 2015 have been reviewed by the Audit Committee and approved by the Board of Directors at their Standards) Rule, 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016, the Companies (Indian Accounting Stardards) Amendment Rules, 2017 , the Companies (Indian Accounting Standards) Amendment Rules, 2018 and the Companies (Indian Accounting Standards) Second Amendment Rules, 2018.
2) The format for the audited / unaudited financials results as prescribed in SEBI's Circular CIR / CFD / CMD / $15 / 2015$ dated November 30,2015 has been modified to comply with the requirements of SEBI's circular dated July 05 , 2016 , Ind
AS and Schedule III (Division iI) to the Companies Act, 2013 as amended, which are applicable to Companies that are required to comply with ind AS.
3) The Chief Operating Decision Maker (CODM) evaluates the performance of the Company based on revenue and operating income in one segment i.e. "Processed food". Accordingly, as per IND AS-108, the company has only one business
segment and hence segment information has not been separately disclosed. segment and hence segment information has not been separately disclosed
4) Sales for the quarter and half year ended September 30, 2018 is net of Goods \& Service Tax (GST). however sales till the period ended june 30,2017 are gross of excise duty. The new revenue from operations (Net of GST / Excise duty) as

|  | Standalone |  |  |  |  |  | CONSOLIDATED |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Particulars | Quarter ended $30-09-2018$ | $\begin{array}{r} \text { Preceding } \\ \text { Quarter ended } \\ 30-06-2018 \end{array}$ | Corresponding Quarter ended 30-09-2017 in previous year | Year to date figures for current period ended $30-09-2018$ | $\begin{array}{r} \text { Year to date } \\ \text { figures for } \\ \text { previous } \\ \text { period ended } \\ 30-09-2017 \end{array}$ | Previous year $\begin{array}{r} \text { ended } \\ 31-03-2018 \end{array}$ | $\begin{gathered} \text { Quarter ended } \\ 30-09-2018 \end{gathered}$ | $\begin{array}{r} \text { Preceding } \\ \text { Quarter ended } \\ 30-06-2018 \end{array}$ | Corresponding Quarter ended 30-09-2017 in previous year | Year to date figures for current period ended $30-09-2018$ | $\begin{aligned} & \text { Year to date } \\ & \text { Ogures for } \\ & \text { previous } \\ & \text { period ended } \\ & 30-09-2017 \end{aligned}$ | $\begin{array}{r} \text { Previous year } \\ \text { ended } \\ 31-03-2018 \end{array}$ |
| Income from sale of products | 4,837.37 | 4,024.07 | 3,821.93 | 8,861.44 | 7.825.46 | 16,366.62 | 5,970.49 | 4,904.47 | 4,659.87 | 10,874.96 | 9,396.29 | 20,090.26 |

5) The Consolidated financial statement has been prepared in accordance with Indian Accounting Standards ind AS-110 "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India. Consolidated Financials Statements of the Company includes the financial statements of it's Wholly Owned Subsidiaries, ADF Foods (India) Limited \& ADF Foods (UK) Limited and it's step-down subsidiaries viz ADF Holdings (USA) Limited and ADF Foods (USA)
Limited. The financial results of the subsidiary Companies have been regrouped and rearranged, wherever necessary. The ADF Foods (UK) Limited's financial results has been certified by the management and not subjected treview The financial results of the subsidiary Companies have been regrouped and rearranged, wherever necessary. The ADF Foods (UK) Limited's financial results has been certified by the management and not subjected to review
6)The Board of Directors of the Company, at its meeting held on June 5, 2018 approved buyback of Equity Shares at price not exceeding Rs. 300 per Equity Share of Rs. 10 /- each (Maximum buyback price) for an aggregate amount not exceeding Rs. 30 Crore (Maximum buyback size) being $14.52 \%$ of the paid-up equity share capital and free reserves as on the date of the latest audited financial statements of the Company for the financial year ended March 31,2018 . The said
buyback was approved by the shareholders of the Company by way of Special resolution passed through postal ballot on July 12,2018 . The company adopted the open market route in accordance with provision contained in SEBI (buyback of

The buyback of equity Shares opened on July 23,2018 and closed on September 19, 2018. As on the date of the closure of Buyback, the Company bought back an aggregate of $11,78,742$ Equity Shares, utilizing a total of Rs. 29,99,12,542/-
(excluding Transaction Costs) which represents $99,97 \%$ of the Maximum Buy-back size. The Equity Shares were bought back at an average price of Rs. 254.43 per Equity Share. All the shares bought back have been extinguished. The company has adjusted an amount of Rs. $1,17,87,420 /$-against Equity Share Capital and Rs. 28,84,25,043/- against Security premium.
7) On April 1, 2018, the Company has adopted Ind AS 115 - 'Revenue from Contracts with customers'. The adoption of Ind AS 115 did not have any material impact on the results for the quarter and half year ended September $30,2018$.
8) Figures for the previous periods have been reclassified/re-grouped, wherever necessary.

Place: Mumbai
Date: November

ADF Foods Limited
Balance Sheet as at September 30,2018



[^0]:    Statement of Unaudited Financial Results for the quarter and half year ended September 30, 2018

