

IFB Agro Industries Limited

Plot No. - IND-5, Sector-1,
East Kolkata Township, Kolkata - 700 107
Phone : 033-39849675, Fax : 033-2442-1003
Website : www.ifbagro.in
CIN : L01409WB1982PLC034590

4th January, 2017

The Manager
National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza, 5th floor
Plot No. C/1, G. Block
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

The Secretary,
Bombay Stock Exchange of India Ltd
Phiroze Jeejebhoy Towers
Dalal Street,
Mumbai-400001

Dear Sir,

Sub : Disclosure under Regulation 27 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 27 of the (Listing Obligation and Disclosure Requirements) Regulations, 2015 we are enclosing the Quarterly Compliance Report on Corporate Governance of our Company for the Quarter ended 31st December, 2017.

This is for your information and record.

Thanking you,

Yours faithfully
for IFB AGRO INDUSTRIES LIMITED


(RITESH AGARWAL)
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl. As Above

Report of Corporate Governance of IFB Agro Industries Limited for the Quarter ended 31st December, 2016

1. Name of Listed Entity: IFB AGRO INDUSTRIES LIMITED
2. Quarter ending: 31.12.2016

I. Composition of Board of Directors

| Title (Mr./Mrs) | Name of the Director | PAN & DIN | Category (Chairperson / Executive/ Non Executive/ Independent/ Nominee) | Date of Appointment in the current term/ cessation | Tenure* | No. of Directorship in listed entities including this listed entity | Number of memberships in Audit/Stakeholder Committee (s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in the listed entities including this listed entity |
|-----------------|----------------------|----------------------|---|--|----------|---|---|--|
| Mr | Bijon Nag | ABOPN2790H & 756995 | Chairman (Non-Executive) | 19/02/1982 | | 2 | NIL | NIL |
| Mr | Bikram Nag | ABVPN5965F & 827155 | Executive | 26/07/2013 | | 2 | NIL | NIL |
| Mr | Arup Kumar Banerjee | ACZPB7556P & 336225 | Executive | 30/07/2014 | | 1 | NIL | NIL |
| Mr | Nandan Bhattacharya | ADMPB8408J & 313590 | Independent | 30/07/2014 | 20 years | 3 | 2 | 2 |
| Mr | Amitabha Kumar Nag | ABFPN0651A & 117546 | Non-Executive | 31/07/2015 | | 1 | 2 | NIL |
| Mr | Hari Ram Agarwal | ACDPA1946N & 256614 | Independent | 30/07/2014 | 8 years | 1 | 1 | NIL |
| Mr | Manoj Kumar Vijay | ABSPV1893P & 75792 | Independent | 30/07/2014 | 8 years | 1 | 1 | NIL |
| Mr | Sudip Kumar Mukherji | ADKPM6225E & 2764262 | Independent | 30/07/2014 | 7 years | 1 | 1 | NIL |
| Dr | Lakshmeshri Roy | AHOPR7114D & 7145095 | Independent | 01/04/2016 | 3 Years | 1 | NIL | NIL |
| Mr | Indranil Goho | ADFPG3645R & 3497817 | Executive | 23/09/2015 | | 1 | NIL | NIL |

* Applicable only for Independent Director.

For IFB AGRO INDUSTRIES LTD.

Ritesh Agarwal
Ritesh Agarwal
 Company Secretary

II. Composition of Committees

| Name of the Committee | Name of Committee members | Category (Chairperson/Executive/Non executive/Independent/Nominee) |
|--|---|--|
| 1. Audit Committee | Mr Nandan Bhattacharya Mr Amitabha Kumar Nag Mr Sudip Kumar Mukherji Mr Hari Ram Agarwal | Chairman (Independent) Non -Executive Independent Independent |
| 2. Nomination & Remuneration Committee | Mr Nandan Bhattacharya Mr Amitabha Kumar Nag Mr Manoj Kumar Vijay Mr Hari Ram Agarwal | Chairman (Independent) Non -Executive Independent Independent |
| 3. Stakeholders Relationship Committee | Mr Nandan Bhattacharya Mr Amitabha Kumar Nag Mr Manoj Kumar Vijay | Chairman (Independent) Non- Executive Independent |

III. Meeting of Board of Directors

| Date(s) of Meeting in the previous Quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|--|---|---|
| 20.07.2016 | 25.10.2016 | 96 days |

IV. Meeting of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the Committee in the previous Quarter | Maximum gap between any two consecutive meetings in the number of days |
|---|---|---|--|
| Audit Committee- 25.10.2016 | Yes Mr Nandan Bhattacharya Mr Amitabha Kumar Nag Mr Sudip Kumar Mukherji Mr H R Agarwal | 20.07.2016 | 96 days |

For IFB AGRO INDUSTRIES LTD.


Ritesh Agarwal
Company Secretary

V. Related Party Transactions

| Subject | Compliance status (Yes/No/NA) |
|--|-------------------------------|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Report of Corporate Governance was placed before the Board in its meeting held on 25th October, 2016 and the Board members observed the report.

For IFB AGRO INDUSTRIES LTD,


Ritesh Agarwal
Company Secretary