

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

13 April, 2019

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 Jeejeebhoy 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 Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing the Quarterly Compliance Report on Corporate Governance of our Company for the Quarter ended 31 March, 2019.

This is for your information and record.

Thanking you,

Yours faithfully
for IFB AGRO INDUSTRIES LIMITED


(RITESH AGARWAL)
COMPANY SECRETARY



Encl. As Above

Report of Corporate Governance of IFB Agro Industries Limited for the Quarter ended 31 March, 2019

1. Name of Listed Entity: IFB AGRO INDUSTRIES LIMITED
2. Quarter ending: 31.03.2019

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* (Months)	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	30/07/2017		1	NIL	NIL
Mr.	Nandan Bhattacharya	ADMPB8408J & 313590	Independent	30/07/2014	56 months	3	7	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	56 months	1	1	NIL
Mr.	Manoj Kumar Vijay	ABSPV1893P & 75792	Independent	30/07/2014	56 months	2	1	NIL
Mr.	Sudip Kumar Mukherji	ADKPM6225E & 2764262	Independent	30/07/2014	56 months	1	1	NIL
Dr.	Lakshmeshri Roy	AHOPR7114D & 7145095	Independent	01/04/2016	35 months	1	NIL	NIL

* Applicable only for Independent Director. Tenure has been calculated after reappointment.



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 meetings (in number of days)
27.10.2018	30.01.2019, 22.02.2019, 30.03.2019	94 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- 30.01.2019	Yes Mr Nandan Bhattacharya Mr Amitabha Kumar Nag Mr Sudip Kumar Mukherji Mr Hari Ram Agarwal	27.10.2018	94 days



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. The report submitted for the previous quarter ended December 31, 2018 was duly placed before Board of Directors on January 30, 2019. No comments / observations / advice were received from the Board of Directors.

This report will be placed before Board of Directors at its next meeting. Any comments / observations / advice of Board of Directors will be mentioned in the report of next quarter.

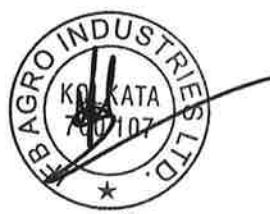
For IFB AGRO INDUSTRIES LTD.


Ritesh Agarwal
Company Secretary

Report of Corporate Governance of IFB Agro Industries Limited for the financial year ended 31st March 2019

I. Disclosure on the website in terms of Listing Regulations	
Items	Compliance Status (Yes/No/NA)^{refer note below}
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Compositions of various committees of the board of directors	Yes
Code of conduct of the Board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/Whistle Blower Policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy on determining 'material' subsidiaries	NA
Details of Familiarisation programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and old name of the listed entity	NA

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)	NA
Minimum Information	17(7)	Yes

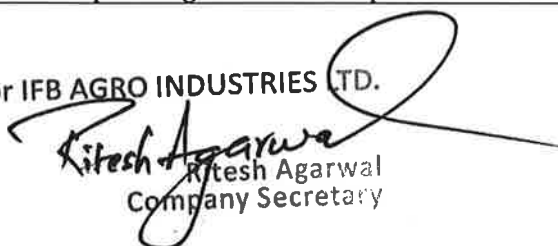


Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20 (1) & (2)	Yes
Composition and role of risk management committee	21 (1), (2), (3), (4)	Yes
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)	NA
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
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

III. Affirmation

*The Listed Entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of Listed Entity have been complied:
Since IFB Agro Industries Limited has no material subsidiary, no such material subsidiary policy and corporate governance requirements are required to be complied.*

For IFB AGRO INDUSTRIES LTD.


Kitesh Agarwal
Company Secretary