

Agro Tech Foods Limited

13th January, 2016

The Secretary,
Mumbai Stock Exchange,
27th Floor, Pheroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Ph. No. 022- 22721233 / 22721234
Fax No. 022-22723121 / 22721072

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051.
Ph.No.022- 26598100 / 26598101
Fax No. 022-26598237 / 26598238

**Codes: BSE Scrip code 500215, Co. code 1311
NSE Symbol ATFL, Series EQ-Rolling Settlement**

Dear Sirs,

**Sub: Enforcement of Corporate Governance – Clause 27 (2)(a)
of the Listing Agreement.**

**Re: Quarterly Compliance Report on Corporate
Governance for 31st December, 2015**

As required under the aforesaid regulations, we enclose the Quarterly Compliance Report on Corporate Governance as on 31st December, 2015.

The Corporate Governance report for the quarter ended 31st December, 2015 is being uploaded on NEAPS and BSE.

You are requested to take the above Report on record.

Thanking you,

Yours faithfully,
For Agro Tech Foods Limited


PHANI K MANGIPUDI
COMPANY SECRETARY

End: a/a.

ATFL an affiliate of
ConAgra
Foods
Food you love

CIN: L15142TG1986PLC006957, 31, Sarojini Devi Road, Secunderabad – 500 003, India Tel: 91-40-6633 3444, Fax: 91-40-2780 0947
Web: www.atffoods.com

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF LISTED ENTITY

AGRO TECH FOODS LIMITED

QUARTER ENDING

31ST DECEMBER, 2015

1. Composition of Board of Directors

| Title (Mr./Ms.) | Name of the Director | PAN & DIN | Category | Date of Appointment in the current term / cessation | Tenure | No. of Directorship in listed entities including this listed entity | No. of membership in Audit/Stakeholder Committee(s) including this listed entity | No. of post of Chairperson in Audit / Stakeholder |
|--------------------|--------------------------------|-----------|--------------------------------|--|--------|--|---|---|
| Ms. | Anna Elizabeth Biehn | 06925818 | Chairperson & Non Executive | 24.7.2015 | - | 1 | 0 | 0 |
| Mr. | Javier Eduardo Alarcon Ruiz | 06563158 | Non Executive | 24.7.2015 | - | 1 | 1 | 0 |
| Mr. | Michael D Walter | 00863955 | Non Executive | 17.7.2014 | - | 1 | 0 | 0 |
| Mr. | Lt. Gen D B Singh | 00239637 | Independent | 17.7.2014 | 5 | 1 | 2 | 2 |
| Mr. | Sanjaya Kulkarni | 00102575 | Independent | 17.7.2014 | 5 | 4 | 7 | 2 |
| Mr. | Arun Bewoor | 00024276 | Independent | 17.7.2014 | 5 | 2 | 4 | 0 |
| Mr. | Narendra Ambwani | 00236658 | Independent | 17.7.2014 | 5 | 3 | 4 | 0 |
| Ms. | Veena Vishindas Gidwani | 06890544 | Independent | 17.7.2014 | 5 | 1 | 2 | 0 |
| Mr. | Pradip Ghosh Chaudhuri | 02650577 | Executive Director | 25.7.2015 | - | 1 | 0 | 0 |

II. Composition of Committees

| Name of Committee | Name of Committee Members | Category |
|--|---------------------------------|------------------------|
| 1. Audit Committee | Mr. Arun Bewoor | Independent |
| | Mr. Narendra Ambwani | Independent |
| | Ms. Veena Vishindas Gidwani | Independent |
| | Mr. Javier Eduardo Alarcon Ruiz | Non Executive Director |
| | Lt. Gen D B Singh | Chairman & Independent |
| | Mr. Sanjaya Kulkarni | Independent |
| 2. Stakeholders Relationship Committee | Mr. Arun Bewoor | Independent |
| | Mr. Narendra Ambwani | Independent |
| | Ms. Veena Vishindas Gidwani | Independent |
| | Lt. Gen D B Singh | Chairman & Independent |
| | Mr. Sanjaya Kulkarni | Independent |
| 3. Risk Management Committee | Mr. Arun Bewoor | Independent |
| | Mr. Narendra Ambwani | Independent |
| | Ms. Veena Vishindas Gidwani | Independent |
| | Mr. Javier Eduardo Alarcon Ruiz | Non Executive |
| | Lt. Gen D B Singh | Chairman |
| | Mr. Sanjaya Kulkarni | Independent |

| | | |
|--|--|---|
| | Ms. Anna Elizabeth Biehn Mr. Michael D Walter Dr. Pradip Ghosh Chaudhuri | Non Executive Non Executive Executive |
| 4. Nomination and Remuneration Committee | Mr. Arun Bewoor Mr. Narendra Ambwani Ms. Veena Vishindas Gidwani Mr. Javier Eduardo Alarcon Ruiz Lt. Gen D B Singh Mr. Sanjaya Kulkarni Ms. Anna Elizabeth Biehn Mr. Michael D Walter | Independent Independent Independent Non Executive Chairman Independent Non Executive Non Executive |

III. Meeting of Board of Directors

| Date of Meeting in the previous quarter | Date of Meeting in the relevant quarter | Maximum gap between any two consecutive meetings in number of days |
|---|---|--|
| 24.07.2015 | 16.10.2015 | 83 days |

IV. Meeting of Committees

| Date of Meeting of the committee in the relevant quarter | Whether requirement of Quorum met | Date of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
|---|--|---|---|
| Audit Committee, Stakeholders Relationship Committee | | | |
| 16.10.2015 | Yes | 24.07.2015 | 83 days |

V. Related Party Transactions

| Subject | Compliance Status |
|---|--------------------------|
| 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 | NA |

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 and Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management 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 meeting of the Board of Directors and the above committees have been conducted in the manner as specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report will be placed before the Board of Directors, at their next meeting.

For AGRO TECH FOODS LIMITED



PHANI K MANGIPUDI
COMPANY SECRETARY & COMPLIANCE OFFICER



Place: Hyderabad

Date: 13th January, 2016.