

# Agro Tech Foods Limited

13<sup>th</sup> April, 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 31<sup>st</sup> March, 2016**

As required under the aforesaid regulations, we enclose the Quarterly Compliance Report on Corporate Governance for the quarter and year ended 31<sup>st</sup> March, 2016.

You are requested to take the above Report on record.

Thanking you,

Yours faithfully,  
For Agro Tech Foods Limited

  
PHANI K MANGIPUDI  
COMPANY SECRETARY

Encl: a/a. *Annexure 1 & 11*

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### Signatory Details

Name of signatory	PHANI K MANGIPUDI
Designation of person	Company Secretary
Place	HYDERABAD
Date	12-04-2016

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Annexure 1 to be submitted by listed entity on quarterly basis:

I. Composition of Board of Directors

Disclosures of nature on composition of board of directors explanatory													
Is there any change in composition of board of directors compares to previous quarter													
No													
Title or (Mr./Ms.)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Term of appointment in the current term	Size of constituencies	Term of director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee/ Committees/ including this listed entity	No of posts of Chairman in Audit/ Stakeholder Committee held in listed entities including this listed entity	Name

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Annexure 1

II. Composition of Committees

<b>Add Notes</b>			
Disclosure of notes on composition of committees explanatory			
Is there any change in composition of committees compare to previous quarter			
No			
<b>Sr</b>	<b>Name Of Committee</b>	<b>Name of Committee members</b>	<b>Category 1 of directors</b>
			<b>Category 2 of directors</b>
			<b>Name of other committee</b>

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Annexure 1	
III. Meeting of Board of Directors	
Disclosure of notes on meeting of board of directors explanatory	
Add Notes	
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)
Maximum gap between any two consecutive (in number of days)	
1	16-10-2015
2	21-01-2016
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### Annexure 1

#### IV. Meeting of Committees

Sr	Name of Committee	Disclosure of notes on meeting of committees explanatory				Add Notes	
		Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	
1	Audit Committee	21-01-2016	Yes	All the members were present	16-10-2015	96	
2	Stakeholders Relationship Committee	21-01-2016	Yes	All the members were present	16-10-2015	96	

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Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	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:	<a href="#">Add Notes</a>
9	Any other information to be provided	<a href="#">Add Notes</a>

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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.aifoods.com
2	Terms and conditions of appointment of independent directors	Yes		/other_info/terms_conditions_appointment_indep
3	Composition of various committees of board of directors	Yes		relations/committees-board-of-directors.html
4	Code of conduct of board of directors and senior management personnel	Yes		ages/code-of-conduct-2013.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		policy-final.pdf
6	Criteria of making payments to non-executive directors	Yes		/other_info/terms_conditions_appointment_indep
7	Policy on dealing with related party transactions	Yes		ed_party_transactions.pdf
8	Policy for determining 'material' subsidiaries	Yes		material_subsidary.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		/other_info/familiarisation_programme_independ
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.aifoods.com/investor-
11	email address for grievance redressal and other relevant details	Yes		relations/grievance-redressal-forum.html
12	Financial results	Yes		relations/grievance-redressal-forum.html
13	Shareholding pattern	Yes		relations/quarterly-results.html
14	Details of agreements entered into with the media companies and/or their associates	NA		relations/shareholder-services.html
15	New name and the old name of the listed entity	NA		
16	Disclosure of notes on website in terms of Listing Regulations explanatory (Text Block)		Add NOTES	

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## Annexure II

## ii. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2) (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Any other information to be provided

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Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
<b>Any other information to be provided</b>		
<b>Add Notes</b>		

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# Agro Tech Foods Limited

## APPROVAL OF RELATED PARTY TRANSACTIONS

S.No.	Name of the related Party	Type of relationship	Nature of transaction	Year	Covered under Section 188	Category of specified transaction under Section 188	Covered under Clause 23 of the SEBI (LODR)	Remarks
1	ConAgra Foods Inc. or its subsidiaries	Ultimate Holding Company / Fellow subsidiary	Recovery of expenses	2015-16	No	-	Yes	<p>The Committee approved the related party transaction in its April 2015 Board Meeting for this transaction including certain expenses related to salary and other payables which are incurred by ATFL on behalf of ConAgra Foods Inc. for an amount of INR 2 crores. Approval of the Committee is now being sought for a modification to this limit up to INR 3 crores for the Financial Year 2015-16.</p> <p>The transaction entered will be at Arm's Length Price and non-material.</p>

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CIN: L15142TG1986PLC006957, 31, Sarojini Devi Road, Secunderabad – 500 003. India Tel: 91-40-6633 3444, Fax: 91-40-2780 0947  
Web: [www.atfoods.com](http://www.atfoods.com)

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

NAME OF LISTED ENTITY

AGRO TECH FOODS LIMITED

QUARTER ENDING

31<sup>ST</sup> MARCH, 2016

**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 PAN- NA	Chairperson & Non Executive	24.7.2015	-	1	0	0
Mr.	Javier Eduardo Alarcon Ruiz	06563158 PAN-NA	Non Executive	24.7.2015	-	1	1	0
Mr.	Michael D Walter	00863955 PAN-NA	Non Executive	17.7.2014	-	1	0	0
Mr.	Lt. Gen D B Singh	00239637 PAN NO. ANAPS8488D	Independent	17.7.2014	5	1	2	2
Mr.	Sanjaya Kuikarni	00102575 PAN NO. AAEPK5942R	Independent	17.7.2014	5	4	7	2
Mr.	Arun Bewoor	00024276 PAN NO. AAAPB9170E	Independent	17.7.2014	5	2	4	0
Mr.	Narendra Ambwani	00236658 PAN NO. AEIPA8788F	Independent	17.7.2014	5	3	4	0

Ms.	Veena Vishindas Gidwani	06890544 PAN NO. AACPG4600J	Independent	17.7.2014	5	1	2	0
Mr.	Pradip Ghosh Chaudhuri	02650577 PAN NO. ANAPP7540H	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 Mr. Narendra Ambwani Ms. Veena Vishindas Gidwani Mr. Javier Eduardo Alarcon Ruiz Lt. Gen D B Singh Mr. Sanjaya Kulkarni	Independent Independent Independent Non Executive Director Chairman & Independent Independent
2. Stakeholders Relationship Committee	Mr. Arun Bewoor Mr. Narendra Ambwani Ms. Veena Vishindas Gidwani Lt. Gen D B Singh Mr. Sanjaya Kulkarni	Independent Independent Independent Chairman & Independent Independent
3. Risk Management 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 Dr. Pradip Ghosh Chaudhuri	Independent Independent Independent Non Executive Chairman & Independent Independent 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 Independent Non Executive Non Executive

<p>5. Corporate Social Responsibility</p>	<p>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</p>	<p>Independent  Independent  Independent  Non Executive  Chairman &amp; Independent  Independent  Non Executive  Non Executive</p>
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