

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

## Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L15142TG1986PLC006957

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAECA0303M

(ii) (a) Name of the company

AGRO TECH FOODS LIMITED

(b) Registered office address

31,  
SAROJINI DEVI ROAD  
SECUNDERABAD  
Telangana  
500003

(c) \*e-mail ID of the company

jyoti.chawla@atfoods.com

(d) \*Telephone number with STD code

0406650240

(e) Website

www.atfoods.com

(iii) Date of Incorporation

21/11/1986

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	NATIONAL STOCK EXCHANGE	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM 12/07/2023

(b) Due date of AGM 28/09/2023

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, beverages and tobacco products	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 4

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	CAG -TECH MAURITIUS LIMITE		Holding	51.77
2	SUNDROP FOODS INDIA PRIVA		Subsidiary	100

3	AGRO TECH FOODS (BANGLAD		Subsidiary	100
4	SUNDRUP FOODS LANKA (PRIN		Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	25,000,000	24,372,139	24,369,264	24,369,264
Total amount of equity shares (in Rupees)	250,000,000	243,721,390	243,692,640	243,692,640

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	25,000,000	24,372,139	24,369,264	24,369,264
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	250,000,000	243,721,390	243,692,640	243,692,640

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	1,000,000	0	0	0
Total amount of preference shares (in rupees)	100,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	1,000,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	100,000,000	0	0	0

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	175,868	24,193,396	24369264	243,692,640	243,692,640	
<b>Increase during the year</b>	0	24,058	24058	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	24,058	24058			
demat						
<b>Decrease during the year</b>	24,058	0	24058	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	24,058		24058			
Demat						
<b>At the end of the year</b>	151,810	24,217,454	24369264	243,692,640	243,692,640	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify				0	0	
nil						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
nil						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE209A01019

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes     No     Not Applicable

Separate sheet attached for details of transfers

Yes     No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name



(iv) \*Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

8,467,419,307

(ii) Net worth of the Company

4,857,485,714

VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	12,616,619	51.77	0	
10.	Others	0	0	0	
	<b>Total</b>	12,616,619	51.77	0	0

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,658,747	23.22	0	
	(ii) Non-resident Indian (NRI)	203,337	0.83	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	



4.	Banks	352	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	1,921,778	7.89	0	
7.	Mutual funds	1,468,711	6.03	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,060,517	4.35	0	
10.	Others Clearing Members and Oth	1,439,203	5.91	0	
	<b>Total</b>	11,752,645	48.23	0	0

**Total number of shareholders (other than promoters)** 18,331

**Total number of shareholders (Promoters+Public/  
Other than promoters)** 18,332

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

21

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
PARI WASHINGTON IN				1,759,354	7.22
THE EMERGING MARK				54,802	0.22
EMERGING MARKETS (				48,493	0.2
MULTIPARTNER SICAV				23,037	0.09
SPDR S&P EMERGING				8,666	0.04
GYMKHANA PARTNER				7,250	0.03
EMERGING MARKETS !				3,238	0.01
EMERGING MARKETS (				2,922	0.01
DIMENSIONAL WORL				2,658	0.01
WORLD EX U.S. TARGE				2,464	0.01
EMERGING MARKETS				1,967	0.01
ALASKA PERMANENT				1,939	0.01
CITY OF LOS ANGELES				1,511	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING MARKETS				1,250	0.01
WORLD EX U.S. CORE I				1,165	0
UTAH STATE RETIREM				609	0
MORGAN STANLEY AS				300	0
QUADRATURE CAPITA				93	0
DIMENSIONAL EMERG				28	0
DIMENSIONAL EMERG				24	0
DIMENSIONAL EMERG				8	

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	15,849	18,331
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	1	0	3	0	0
<b>B. Non-Promoter</b>	1	5	1	5	0.35	0
(i) Non-Independent	1	0	1	0	0.35	0
(ii) Independent	0	5	0	5	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	6	1	8	0.35	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 11

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
JAMES PATRICK KINN	08773594	Director	0	
PEDRO LABAYEN DE I	09576297	Director	0	
TREVOR JOHN FOSTE	09669509	Director	0	
LT.GEN.D.B.SINGH	00239637	Director	0	
ARUN BEWOOR	00024276	Director	0	
SANJAYA KULKARNI	00102575	Director	0	
NARENDRA AMBWANI	00236658	Director	0	
VEENA GIDWANI	06890544	Director	500	
SACHIN GOPAL	07439079	Managing Director	85,215	
KPN SRINIVAS	ARWPK3739K	CFO	11	
JYOTI CHAWLA	AIAPA1497K	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PEDRO LABAYEN DE I	09576297	Director	28/04/2022	APPOINTMENT
TREVOR JOHN FOSTE	09669509	Director	20/07/2022	APPOINTMENT

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	29/06/2022	16,409	74	1.94

#### B. BOARD MEETINGS

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/04/2022	8	8	100
2	20/07/2022	9	6	66.67
3	19/10/2022	9	9	100
4	24/01/2023	9	7	77.78

#### C. COMMITTEE MEETINGS

Number of meetings held

14

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	udit Committee	27/04/2022	5	5	100
2	udit Committee	20/07/2022	6	4	66.67
3	udit Committee	18/10/2022	6	6	100
4	udit Committee	24/01/2023	6	4	66.67
5	Nomination &	28/04/2022	6	6	100
6	Nomination &	20/07/2022	7	5	71.43
7	Stakeholder R	28/04/2022	5	5	100
8	Stakeholder R	20/07/2022	5	4	80
9	Stakeholder R	19/10/2022	5	5	100
10	Stakeholder R	24/01/2023	5	4	80

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	12/07/2023
								(Y/N/NA)
1	JAMES PATR	4	4	100	6	6	100	Yes
2	PEDRO LABA	4	2	50	7	3	42.86	No
3	TREVOR JOH	3	2	66.67	2	2	100	Yes
4	LT.GEN.D.B.S	4	4	100	14	14	100	Yes
5	ARUN BEWO	4	4	100	14	14	100	Yes
6	SANJAYA KU	4	3	75	14	12	85.71	Yes
7	NARENDRA A	4	3	75	14	10	71.43	Yes
8	VEENA GIDW	4	4	100	14	14	100	Yes
9	SACHIN GOP	4	4	100	2	2	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SACHIN GOPAL	MANAGING DIR	11,381,823	0	0	7,042,202	18,424,025
	Total		11,381,823	0	0	7,042,202	18,424,025

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PURNA NAGA SRII	CFO	4,939,144	0	0	0	4,939,144
2	JYOTI CHAWLA	CS	3,479,662	0	0	0	3,479,662
	Total		8,418,806	0	0	0	8,418,806

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Lt Gen D B Singh	Director	950,000	425,400	0	0	1,375,400
2	Mr Sanjaya Kulkarn	Director	750,000	425,400	0	0	1,175,400
3	Mr Narendra Ambw	Director	700,000	425,400	0	0	1,125,400
4	Mr Arun Bewoor	Director	950,000	425,400	0	0	1,375,400
5	Ms Veena Gidwani	Director	950,000	425,400	0	0	1,375,400
	Total		4,300,000	2,127,000	0	0	6,427,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

B V SARAVANA KUMAR



Whether associate or fellow

Associate  Fellow

Certificate of practice number

11727

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

SACHIN  
GOPAL  
Digitally signed by  
SACHIN GOPAL  
Date: 2023.09.08  
21:51:51 +05'30'

DIN of the director

07439079

**To be digitally signed by**

JYOTI  
CHAWLA  
Digitally signed by  
JYOTI CHAWLA  
Date: 2023.09.08  
14:50:33 +05'30'

Company Secretary

Company secretary in practice

Membership number

20392

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

**List of attachments**

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

list of shareholders 2023.pdf
ATFL List of Committee Meetings 2023.pdf
atfl mgt 8 2023.pdf

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

## **Agro Tech Foods Limited**

### List of Committee Meetings for the Financial Year 2022-2023

#### IX (C). COMMITTEE MEETINGS

Number of Meetings Held - 14

S. NO.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the Meeting	Attendance	
				Number of Members Attended	% Of Attendance
1.	Audit Committee	27/04/2022	5	5	100
2.	Audit Committee	20/07/2022	6	4	66.67
3.	Audit Committee	18/10/2022	6	6	100
4.	Audit Committee	24/01/2023	6	4	66.67
5.	Nomination and Remuneration Committee	28/04/2022	6	6	100
6.	Nomination and Remuneration Committee	20/07/2022	7	5	71.43
7.	Stakeholders Relationship Committee	28/04/2022	5	5	100
8.	Stakeholders Relationship Committee	20/07/2022	5	4	80

ATFL an affiliate of



**Corp. Office:** 15<sup>th</sup> Floor, Tower 'C', Bldg # 10, Phase II, DLF Cyber City, Gurgaon-122002. Tel: 91-124-4593700, Fax: 91-124-4593799  
**Regd. Office:** 31, Sarojini Devi Road, Secunderabad – 500 003, India. Tel: 91-40-66650240, Fax: 91-40-27800947 Web: [www.atfoods.com](http://www.atfoods.com)  
CIN: L15142TG1986PLC006957

## **Agro Tech Foods Limited**

9.	Stakeholders Relationship Committee	19/10/2022	5	5	100
10.	Stakeholders Relationship Committee	24/01/2023	5	4	80
11.	CSR Committee	28/04/2022	6	6	100
12.	CSR Committee	19/10/2022	8	8	100
13.	Risk Management Committee	20/07/2022	10	8	80
14.	Risk Management Committee	12/01/2023	11	11	100

Thanking you,

Yours faithfully  
For Agro Tech Foods Limited



JYOTI CHAWLA  
Company Secretary & Compliance Officer

ATFL an affiliate of



**Corp. Office:** 15<sup>th</sup> Floor, Tower 'C', Bldg # 10, Phase II, DLF Cyber City, Gurgaon-122002. Tel: 91-124-4593700, Fax: 91-124-4593799  
**Regd. Office:** 31, Sarojini Devi Road, Secunderabad – 500 003, India. Tel: 91-40-66650240, Fax: 91-40-27800947 Web: [www.atfoods.com](http://www.atfoods.com)

CIN: L15142TG1986PLC006957

Tumuluru & Company  
Company Secretaries

F No. 102, Surya Kiran Complex  
S D Road, Secunderabad – 500 003  
Tel: 040-27815309  
Email: mrtumuluruk@gmail.com  
saravana1015@gmail.com  
Mobile: 93910 87255/79896 84305  
99893 14279

Form No. MGT-8

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]*

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **Agro Tech Foods Limited CIN: L15142TG1986PLC006957** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31<sup>st</sup> March, 2023**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the officers and agents of the company, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. its status under the Act;
  2. maintenance of registers/records & making entries therein within the time prescribed there for;
  3. The Company has filed the forms and returns with the Registrar of Companies within the prescribed time, wherever required;
  4. calling/ convening/ holding meetings of Board of Directors or its committees, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings including Postal Ballot, proper notices were given and the proceedings have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed. During the year notices circulated to the Directors and written consent obtained from them for Circular resolutions were captured in subsequent Board Meeting;
  5. The Company has closed the Register of Members as required.
  6. No advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act are made during the year;
  7. Contracts/arrangements with related parties as specified in section 188 of the Act.



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8. There was no issue or allotment or buy back of securities, and there was no Preference Shares or Debentures or Rights issue or Bonus issues in the Company, and there was no alteration or reduction of share capital/ conversion of shares/ securities during the financial year. Further share transfer/transmission were done by the Registrar and Share Transfer Agents M/s. KFin Technologies Limited and Share Certificates in all instances are issued wherever required;
9. There were no transaction necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund was in accordance with section 125 of the Companies Act, 2013;
11. signing of audited financial statement is as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ disclosures of the Directors, and the remuneration paid to them is within the prescribed time. Mr. Pedro Labayen De Inza and Mr. Trevor John Foster were appointed as Additional Directors with effect from 28<sup>th</sup> April, 2022 and 20<sup>th</sup> July, 2022 respectively. Mr. Pedro Labayen De Inza's appointment was regularized in the AGM held on 29<sup>th</sup> June, 2022 and Mr. Trevor John Foster's appointment was regularized through the ordinary resolution passed on 16<sup>th</sup> October, 2022 by the Shareholders through the Postal Ballot . Apart from the above there is no change in Directors.
13. Appointment of auditors as per the provisions of section 139 of the Act. **Not Applicable for the Financial Year ended 31<sup>st</sup> March, 2023.**
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act **Not Applicable for the Financial Year ended 31<sup>st</sup> March, 2023.**
15. The Company has not accepted any deposits.
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect; **Not Applicable for the Financial Year ended 31<sup>st</sup> March, 2023.**
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;





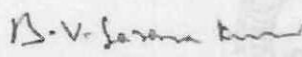
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18. No alterations are made to the provisions of Memorandum of Association and/or Articles of Association of the Company during the year.

For Tumuluru & Company  
Company Secretaries

Place: Hyderabad  
Date: 31<sup>st</sup> August, 2023

  
Signature:  
Name of PCS: B V Saravana Kumar  
Partner  
ACS. 26944,  
C. P. No. 11727  
Peer Review Cert. No.: 1159/2021  
UDIN: A026944E000901257

Note: The qualification, reservation or adverse remarks; if any, may be stated at the relevant place(s).