

FORM NO. MGT-7

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



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

JY*****DS.COM

(d) *Telephone number with STD code

04*****40

(e) Website

www.atfoods.com

(iii) Date of Incorporation

21/11/1986

(iv)	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

L72400TG2017PLC117649

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, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM

30/09/2024

(b) Due date of AGM

30/09/2024

(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	Sundrop Foods India Private Li		Subsidiary	100
2	CAG-TECH MAURITIUS LIMITED		Holding	51.77

3	AGRO TECH FOODS (BANGLAD		Subsidiary	100
4	SUNDROP 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			
Equity shares						
At the beginning of the year	151,810	24,217,454	24369264	243,692,640	243,692,640	
Increase during the year	0	26,738	26738	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	26,738	26738			
Demat						
Decrease during the year	26,738	0	26738	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	26,738		26738			
Demat						
At the end of the year	125,072	24,244,192	24369264	243,692,640	243,692,640	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	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						
Decrease during the year	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						
At the end of the year	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
Total			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
Total					

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

7,566,387,476

(ii) Net worth of the Company

4,991,724,119

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	
	Total	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	5,379,356	22.07	0	
	(ii) Non-resident Indian (NRI)	155,780	0.64	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	252	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	1,914,005	7.85	0	
7.	Mutual funds	1,787,264	7.33	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,240,015	5.09	0	
10.	Others Alternate Investment Fund:	1,275,973	5.24	0	
	Total	11,752,645	48.22	0	0

Total number of shareholders (other than promoters)

14,969

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

14,970

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

18

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
PARI WASHINGTON IN				1,759,354	
THE EMERGING MARK				50,426	
EMERGING MARKETS (48,493	
MULTIPARTNER SICAV				35,000	
EMERGING MARKETS S				3,238	
EMERGING MARKETS (2,922	
DIMENSIONAL WORL				2,658	
WORLD EX U.S. TARGE				2,464	
COPTHALL MAURITIUS				2,160	
EMERGING MARKETS T				1,967	
ALASKA PERMANENT				1,939	
EMERGING MARKETS S				1,250	
WORLD EX U.S. CORE I				1,165	

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
UTAH STATE RETIREM				609	
DIMENSIONAL EMERG				28	
DIMENSIONAL EMERG				24	
DIMENSIONAL EMERG				8	
MORGAN STANLEY AS				300	

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)	18,331	14,969
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
A. Promoter	0	3	0	3	0	0
B. Non-Promoter	1	5	1	5	0.34	0
(i) Non-Independent	1	0	1	0	0.34	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	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	8	1	8	0.34	0
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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 Kinnerk	08773594	Director	0	28/08/2024
Sachin Gopal	07439079	Managing Director	83,826	24/04/2024
Lt. Gen. D B Singh	00239637	Director	0	16/07/2024
Arun Bewoor	00024276	Director	0	16/07/2024
Sanjaya Kulkarni	00102575	Director	0	16/07/2024
Narendra Ambwani	00236658	Director	0	16/07/2024
Veena Vishindas Gidwani	06890544	Director	500	16/07/2024
Pedro Labayen de Inza	09576297	Director	0	16/07/2024
Trevor John Foster	09669509	Director	0	16/07/2024
KPN Srinivas	ARWPK3739K	CFO	65	
Jyoti Chawla	AIAPA1497K	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 0

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)

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 Meeting	12/07/2023	15,106	73	1.99

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/04/2023	9	9	100
2	26/07/2023	9	7	77.78
3	19/10/2023	9	9	100
4	23/01/2024	9	8	88.89
5	21/03/2024	9	8	88.89

C. COMMITTEE MEETINGS

Number of meetings held

15

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	26/04/2023	6	6	100
2	Audit Committee	26/07/2023	6	5	83.33
3	Audit Committee	18/10/2023	6	6	100
4	Audit Committee	23/01/2024	6	5	83.33
5	Nomination and Remuneration	27/04/2023	7	7	100
6	Nomination and Remuneration	23/01/2024	7	6	85.71
7	Nomination and Remuneration	21/03/2024	7	6	85.71
8	Stakeholders Forum	27/04/2023	5	5	100
9	Stakeholders Forum	26/07/2023	5	5	100
10	Stakeholders Forum	19/10/2023	5	5	100

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	30/09/2024
								(Y/N/NA)
1	James Patrick	5	5	100	7	7	100	Not Applicable
2	Sachin Gopal	5	5	100	2	2	100	Not Applicable
3	Lt. Gen. D B S	5	5	100	15	15	100	Not Applicable
4	Arun Bewoor	5	5	100	15	15	100	Not Applicable
5	Sanjaya Kulka	5	5	100	15	15	100	Not Applicable
6	Narendra Amb	5	4	80	15	13	86.67	Not Applicable
7	Veena Vishind	5	5	100	15	15	100	Not Applicable
8	Pedro Labaye	5	3	60	11	7	63.64	Not Applicable
9	Trevor John F	5	4	80	4	4	100	Not Applicable

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 Director	12,857,700	0	0	10,739,270	23,596,970
	Total		12,857,700	0	0	10,739,270	23,596,970

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 KAR	CFO	5,790,854	0	0	0	5,790,854
2	JYOTI CHAWLA	CS	3,749,631	0	0	0	3,749,631
	Total		9,540,485	0	0	0	9,540,485

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	0	325,400	0	1,075,000	1,400,400
2	Mr. Sanjaya Kulkarr	Director	0	325,400	0	1,075,000	1,400,400
3	Mr. Narendra Ambw	Director	0	325,400	0	925,000	1,250,400
4	Mr. Arun Bewoor	Director	0	325,400	0	1,075,000	1,400,400
5	Ms. Veena Gidwani	Director	0	325,400	0	1,075,000	1,400,400
	Total		0	1,627,000	0	5,225,000	6,852,000

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

ASHEESH
KUMAR
SHARMA
Digitally signed by
ASHEESH KUMAR
SHARMA
Date: 2024.11.27
09:54:06 +05'30'

DIN of the director

1*6*2*1*

To be digitally signed by

JYOTI
CHAWLA
Digitally signed by
JYOTI CHAWLA
Date: 2024.11.26
17:16:33 +05'30'

Company Secretary

Company secretary in practice

Membership number

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

Attach
Attach
Attach
Attach

List of attachments

ATFLListofshareholdersason31032024.pdf ATFLMGT8forFY202324final.pdf ATFLLISTOFCOMMITTEEMEETINGSFOR
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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 2023-2024

IX (C). COMMITTEE MEETINGS

Number of Meetings Held - 15

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	26/04/2023	6	6	100
2.	Audit Committee	26/07/2023	6	5	83.33
3.	Audit Committee	18/10/2023	6	6	100
4.	Audit Committee	23/01/2024	6	5	83.33
5.	Nomination and Remuneration Committee	27/04/2023	7	7	100
6.	Nomination and Remuneration Committee	23/01/2024	7	6	85.71
7.	Nomination and Remuneration Committee	21/03/2024	7	6	85.71
8.	Stakeholders Relationship Committee	27/04/2023	5	5	100
9.	Stakeholders Relationship Committee	26/07/2023	5	5	100
10.	Stakeholders Relationship Committee	19/10/2023	5	5	100
11.	Stakeholders Relationship Committee	23/01/2024	5	5	100
12.	CSR Committee	27/04/2023	8	8	100
13.	CSR Committee	19/10/2023	8	8	100
14.	Risk Management Committee	06/07/2023	11	10	90.91
15.	Risk Management Committee	21/12/2023	11	10	90.91

Pursuant to Rule 9(4) of the Companies (Management and Administration) Rules, 2014, CS JYOTI CHAWLA, is a designated person for furnishing and extending co-operation for providing information to the Registrar or any other authorised officer with respect to beneficial interest in shares of the Company.

For Agro Tech Foods Limited

JYOTI CHAWLA
Digitally signed by
JYOTI CHAWLA
Date: 2024.11.26
17:11:04 +05'30'

Jyoti Chawla
Company Secretary and Compliance Officer

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 **31st March, 2024**. 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.
 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.
13. Appointment of auditors as per the provisions of section 139 of the Act. **Not Applicable for the Financial Year ended 31st March, 2024.**
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.

Agro Tech Foods Ltd. ("Company") has informed the stock exchanges about the receipt of a copy of the Public announcement dated February 29, 2024 in relation to an open offer from Centrum Capital Limited on behalf of Zest Holding Investments Limited ("Acquirer"), made pursuant to and in compliance with the requirements of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto. According to the said Announcement, pursuant to the Share Subscription Agreement ("the Agreement") dated February 29, 2024 entered into between the Acquirer, CAG-Tech (Mauritius) Limited (Holding Company of Agro Tech Foods Limited) ("Promoter Company") and ConAgra Europe B.V. (the sole existing shareholder of Promoter Company), the Acquirer has obtained 100% of the shareholding and control of the Promoter Company subject to other terms and conditions set out in the Agreement.

The Proposed Transaction has triggered an obligation on the Acquirer to make an open offer to the Eligible public Shareholders of the Company as required under Regulation 3(1), 4 and 5 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The "Draft Letter of Offer" in relation to the proposed Open Offer to the Eligible Public Shareholders of the Company to acquire 63,36,009 equity shares of Rs.10/- each constituting 26% of the voting share capital by the Acquirer was filed on March 13, 2024, with SEBI in terms of SEBI (SAST) Regulations, 2011. The approval of SEBI was received on June 25, 2024.

The Proposed Transaction was also subject to the receipt of approval of the Competition Commission of India ("CCI"). The approval of CCI was received on May 30, 2024.



The change in control of Agro Tech Foods Limited has occurred in August 2024 through the acquisition of the Promoter Company by Zest Holding Investments Limited by way of acquisition of shares from CAG-Tech (Mauritius) Limited. Zest Holding Investments Limited now holds 100% of the issued and paid-up share capital of CAG-Tech (Mauritius) Limited, constituting 51.77% of the paid-up equity share capital of the Promoter Company on a fully diluted basis and has acquired control over the Company.

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 31st March, 2024.**
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;
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: **21st November, 2024**



Signature: *B V Saravana Kumar*

Name of PCS: **B V Saravana Kumar**

Partner
ACS. 26944,
C. P. No. 11727

Peer Review Cert. No.: 1159/2021
UDIN: A026944F002487886

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