

## Agro Tech Foods Limited

24<sup>th</sup> July, 2015

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: Proceedings of the Annual General Meeting held on 24th July, 2015  
Pursuant to Clause 31 and 35A of the Listing Agreement**

Pursuant to Clause 35A of the Listing Agreement, we give below the details of voting results:

S.No.	Description	Particulars		
1.	Date of AGM	24 <sup>th</sup> July, 2015		
2.	Total No. of shareholders as on record date	14212		
3.	No. of shareholders present in the meeting either in person or through proxy			
	Shareholders	Present in person	Present through proxy	Total
	Promoter and Promoter Group	1	-	1
	Public	290	51	341
	Total	291	51	342
4.	No. of shareholders attended the meeting through Video Conferencing	Nil		



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**Foods**  
Food you love

## **Agro Tech Foods Limited**

### **Outcome of the 28th Annual General Meeting of the shareholders of the Company**

The 28th Annual General Meeting of the shareholders of the Company was held on Friday, 24<sup>th</sup> July, 2015 at 10.00 AM at The Manohar, Old Airport Exit Road, Begumpet, Hyderabad-500 016. The mode of voting was by way of Poll / E Voting. The shareholders transacted the business as provided in Annexure.

Request you to kindly take the same on record.

Yours faithfully,  
for Agro Tech Foods Limited

  
PHANI K MANGIPUDI  
COMPANY SECRETARY



Enclosures :

1. Resolution wise combined result of remote E-Voting /Poll
2. Scrutinizer's report



Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>1. Adoption of accounts for the financial year ended 31st March, 2015 (Ordinary Resolution)</b>								
	Promoter and Promoter	12616619	12616619	100	12616619	0	100	0
1	Group							
	Public - Institutional	2982484	2667223	89.4296	2667223	0	100	0
1	Holders							
	Public-Others	8770161	3114161	35.5086	3114139	22	99.9992	0.0007
1	Total	24369264	18398003	75.4968	18397981	22	99.9999	0.0001
<b>2. Declaration of Dividend (Ordinary Resolution)</b>								
	Promoter and Promoter	12616619	12616619	100	12616619	0	100	0
2	Group							
	Public - Institutional	2982484	2667223	89.4296	2667223	0	100	0
2	Holders							
	Public-Others	8770161	3114161	35.5086	3114123	38	99.9987	0.0012
2	Total	24369264	18398003	75.4968	18397965	38	99.9998	0.0002
<b>3. Reappointment of Mr. Javier Eduardo Alarcon Ruiz, who retires by rotation and being eligible offers himself for reappointment (Ordinary Resolution)</b>								
	Promoter and Promoter	12616619	12616619	100	12616619	0	100	0
3	Group							
	Public - Institutional	2982484	2667223	89.4296	2495598	171625	93.5654	6.4345
3	Holders							
	Public-Others	8770161	3114161	35.5086	3114139	22	99.9992	0.0007
3	Total	24369264	18398003	75.4968	18262656	171647	99.0670	0.9330
<b>4. Ratification of Appointment of M/s. B S R &amp; Associates LLP, Chartered Accountants as Statutory Auditors of the Company (Ordinary Resolution)</b>								
	Promoter and Promoter	12616619	12616619	100	12616619	0	100	0
4	Group							
	Public - Institutional	2982484	2667223	89.4296	2667223	0	100	0
4	Holders							
	Public-Others	8770161	3114161	35.5086	3114139	22	99.9992	0.0007
4	Total	24369264	18398003	75.4968	18397981	22	99.9999	0.0001
<b>5. Appointment of Ms. Anna Elizabeth Biehn, as a Director (Ordinary Resolution)</b>								
	Promoter and Promoter	12616619	12616619	100	12616619	0	100	0
5	Group							
	Public - Institutional	2982484	2667223	89.4296	2667223	0	100	0
5	Holders							
	Public-Others	8770161	3114161	35.5086	3113705	456	99.9853	0.0146
5	Total	24369264	18398003	75.4968	18397547	456	99.9975	0.0025
<b>6. Reappointment of Dr. Pradij Ghosh Chaudhuri as a Whole-time Director (Special Resolution)</b>								
	Promoter and Promoter	12616619	12616619	100	12616619	0	100	0
6	Group							
	Public - Institutional	2982484	2667223	89.4296	2667223	0	100	0
6	Holders							
	Public-Others	8770161	3114161	35.5086	3114139	22	99.9992	0.0007
6	Total	24369264	18398003	75.4968	18397981	22	99.9999	0.0001
<b>7. Amendment of Agro Tech Employee Stock Option Plan to align it with the SEBI (Share Based Employee Benefits) Regulations, 2014 (Special Resolution)</b>								
	Promoter and Promoter	12616619	12616619	100	12616619	0	100	0
7	Group							
	Public - Institutional	2982484	2667223	89.4296	2667223	0	100	0
7	Holders							
	Public-Others	8770161	3114161	35.5086	3114139	22	99.9992	0.0007
7	Total	24369264	18398003	75.4968	18397981	22	99.9999	0.0001

8. Authorization to Agro Tech ESOP Trust to undertake secondary acquisition (Special Resolution)									
8	Promoter and Promoter	12616619	12616619	100	12616619	0	100	0	0
	Public – Institutional								
8	Holders	2982484	2667223	89.4296	2667223	0	100	0	0
8	Public-Others	8770161	3114139	35.5086	3114139	22	99.9992	99.9992	0.0007
8	Total	24369264	18398003	75.4968	18397981	22	99.9999	99.9999	0.0001
9. Provisioning of money by the Company for purchase of subscription of its own shares by the Agro Tech ESOP Trust / Trustees for the benefit of participants under the Agro Tech Employee Stock Option Plan (Special Resolution)									
9	Promoter and Promoter	12616619	12616619	100	12616619	0	100	0	0
	Public – Institutional								
9	Holders	2982484	2667223	89.4296	2667223	0	100	0	0
9	Public-Others	8770161	3114139	35.5086	3114139	22	99.9992	99.9992	0.0007
9	Total	24369264	18398003	75.4968	18397981	22	99.9999	99.9999	0.0001
10. Keeping the Register of Members, Index of Members and Information at Karvy Computershare Pvt. Ltd, Karvyb Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 (Special Resolution)									
10	Promoter and Promoter	12616619	12616619	100	12616619	0	100	0	0
	Public – Institutional								
10	Holders	2982484	2667223	89.4296	2667223	0	100	0	0
10	Public-Others	8770161	3114161	35.5086	3113628	533	99.9828	99.9828	0.0171
10	Total	24369264	18398003	75.4968	18397470	533	99.9992	99.9992	0.0009
11. Remuneration of M/s. Vajralingam & Co., Cost Accountants as Cost Auditors (Ordinary Resolution)									
11	Promoter and Promoter	12616619	12616619	100	12616619	0	100	0	0
	Public – Institutional								
11	Holders	2982484	2667223	89.4296	2667223	0	100	0	0
11	Public-Others	8770161	3114161	35.5086	3114139	22	99.9992	99.9992	0.0007
11	Total	24369264	18398003	75.4968	18397981	22	99.9992	99.9992	0.0001



Tumuluru Krishna Murty  
B.Com.B.L.,F.C.A.,F.C.S.  
Secretary, Brooke Bond Limited (Retired)

**Tumuluru & Co.**  
Company Secretaries

'Anasuya'  
C-66, DurgabaiDeshmukh Colony  
Ahobil Mutt Road  
Hyderabad – 500 007- India  
Mobile:09391087255/09849384829  
Tel.040- 27428094/27427083

Email:[mrtumuluruk@gmail.com](mailto:mrtumuluruk@gmail.com)  
[tkm\\_hyderabad@yahoo.co.in](mailto:tkm_hyderabad@yahoo.co.in)

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To,  
The Chairman,  
Agro Tech Foods Limited  
31, Sarojini Devi Road,  
Secunderabad, Telangana – 500h003.

***Scrutinizer's Report pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 –E-voting & Poll at the Annual General Meeting of Agro Tech Foods Limited held on July 24, 2015.***

**Appointment as Scrutinizer:**

I, Tumuluru Krishna Murty, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Agro Tech Foods Limited ("the Company") for the remote e-voting and Poll to be conducted at the Twenty Eighth Annual General Meeting (AGM) of the Company held on Friday, July 24, 2015 at 10 AM at TheManohar, Old Airport Exit Road, Begumpet, Hyderabad 500 016, Telangana.

**Dispatch of Notice convening the Meeting:**

The Company has informed that, on the basis of the Register of Members maintained by the Registrar and Transfer Agents of the Company and the List of Beneficiary Owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the company completed dispatch of the Notice of the AGM on 1<sup>st</sup> July 2015. Notices were sent by e-mail to 6130 Members who had registered their email-ids with Depositories/ the Company, and notices were despatched by Registered Post to 8277 Members as of 19<sup>th</sup> June, 2015. And notices were sent to 187 members by emails to those who have become members between 19<sup>th</sup> June, 2015 to the cut-off date being the 17<sup>th</sup> July, 2015.

**Cut-off Date:**

The Voting rights were reckoned as on Friday, July 17, 2015, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the AGM.

**Remote E-voting:**

**Agency:** The Company had appointed M/s. Karvy Computershare Private Limited (Karvy) as the agency for providing the remote e-voting platform.





Tumuluru Krishna Murty  
B.Com.B.L.,F.C.A.,F.C.S.  
Secretary, Brooke Bond Limited (Retired)

**Tumuluru & Co.**  
Company Secretaries

'Anasuya'  
C-66, Durgabai Deshmukh Colony  
Ahobil Mutt Road  
Hyderabad – 500 007- India  
Mobile: 09391087255/09849384829  
Tel.040- 27428094/27427083

Email: [mrtumuluruk@gmail.com](mailto:mrtumuluruk@gmail.com)  
[tkm\\_hyderabad@yahoo.co.in](mailto:tkm_hyderabad@yahoo.co.in)

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#### Remote e-voting:

Remote e-voting platform was open from 9 AM (IST) on Monday, July 20, 2015 to 5 PM (IST) on Thursday, July 23, 2015 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided by Karvy.

#### Voting at the AGM:

As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the AGM, I had access after closure of period of remote e-voting and before the start of AGM, to such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

Accordingly, Karvy, the e-voting Agency provided us with the names, DP id / folio numbers and shareholding of the members who had cast their votes through remote e-voting.

The Company had authorised Karvy to provide/ conduct Voting at the meeting and also made arrangements for voting by ballot or Polling Paper.

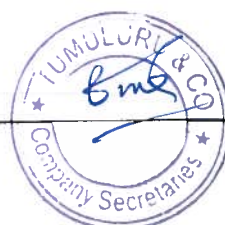
The Company's Management is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules relating to E-voting on the resolutions contained in the Notice dated 24<sup>th</sup> June, 2015 to shareholders of the Company.

As a Scrutinizer E-voting process is restricted to make a Scrutinizer's report of the votes cast in "favour" or "against" the resolutions based on the E-voting of shareholders of the Company and the reports generated from the E-voting system provided by Karvy Computershare Private Limited and for the ballot or polling paper.

#### Counting Process

On completion of voting at the AGM, Karvy provided me with the List of members who had cast their votes, with their holding details and details of vote on each of the Resolutions.

The votes were reconciled with the records maintained by the Company and Registrar & Share Transfer Agents with respect to the authorizations / proxies lodged with the Company.



Tumuluru Krishna Murty  
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[tkm\\_hyderabad@yahoo.co.in](mailto:tkm_hyderabad@yahoo.co.in)

I unblocked the remote e-voting results on the Karvy E-voting platform before two witnesses who are not in employment of the Company and downloaded the e-voting results. They witnesses have also signed this Report in confirmation of the votes being unblocked in their presence. Required data was provided by Karvy on the e-voting and Poll conducted at the AGM Venue

### Results

I observed that:

**25** Members had cast their votes through remote e-voting  
**66** Members/ Proxies have cast their votes through Poll.

The consolidated Results with respect to each items on the agenda as set out in the Notice of the Twenty Eighth AGM dated 24<sup>th</sup> June, 2015 is enclosed.

Based on the aforesaid results, 6 Ordinary Resolutions Items 1 to 5 and 11 and 5 Special Resolutions Items 6 to 10 as contained of the Notice dated 24<sup>th</sup> June, 2015, have been passed with Requisite majority.

Soft copy of the List of members, for Ballot/Poll Paper Voting

both voting at the AGM as well as remote e-voting containing the details of members who voted "FOR", "AGAINST" and those whose votes were considered as invalid for each resolution will be emailed to the Company Secretary, after the announcement of the Results of the Company.

Witnesses:

1.



R. CHANDRA SEKHER

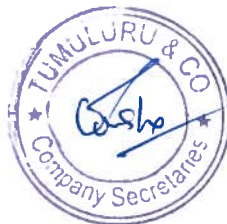
2.



P. Chinnareddy.



Tumuluru Krishna Murty



Date: July 24, 2015.

Place: Hyderabad

Tumuluru Krishna Murty  
B.Com.B.L.,F.C.A.,F.C.S.  
Secretary, Brooke Bond Limited (Retired)

'Anasuya'  
C-66, Durgabai Deshmukh Colony  
Ahobil Mutt Road  
Hyderabad – 500 007- India  
Mobile: 09391087255/09849384829  
Tel.040- 27428094/27427083

Tumuluru & Co.  
Company Secretaries

Email: [mrtumuluruk@gmail.com](mailto:mrtumuluruk@gmail.com)  
tkm\_hyderabad@yahoo.co.in

## Consolidated Results

Item No. 1 –To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2015 and the statement of Profit & Loss for the year ended on that date the report of the Directors and Auditors thereon:

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Poll Paper (Members/ Proxy)	Total	Remote E-voting (Members Only)	Poll Paper (Members / Proxy)	Total	
No. of votes cast in favour/ Assent	24	66	90	1406786	16991195	18397981	99.9999%
No. of votes cast against / Dissent	1	Nil	1	22	Nil	22	0.0001%
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>25</b>	<b>66</b>	<b>91</b>	<b>1406808</b>	<b>16991195</b>	<b>18398003</b>	<b>100%</b>

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary resolution as contained in Item No. 1 of the AGM Notice of the Company dated 24<sup>th</sup> June, 2015 has been passed with Requisite majority



Tumuluru Krishna Murty  
Date: July 24, 2015.  
Place: Hyderabad





Tumuluru Krishna Murty  
B.Com.B.L.,F.C.A.,F.C.S.  
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Email: [mrtumuluruk@gmail.com](mailto:mrtumuluruk@gmail.com)  
[tkm\\_hyderabad@yahoo.co.in](mailto:tkm_hyderabad@yahoo.co.in)

## Consolidated Results

### Item No. 2 –Declaration of Dividend for the year ended March 31, 2015

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Poll Paper (Members/ Proxy)	Total	Remote E-voting (Members Only)	Poll Paper (Members / Proxy)	Total	
No. of votes cast in favour/ Assent	24	65	89	1406786	16991179	18397965	99.9998%
No. of votes cast against / Dissent	1	1	2	22	16	38	0.0002%
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>25</b>	<b>66</b>	<b>91</b>	<b>1406808</b>	<b>16991195</b>	<b>18398003</b>	<b>100%</b>

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary resolution as contained in Item No. 2 of the AGM Notice of the Company dated 24<sup>th</sup> June, 2015 has been passed with Requisite majority.



Tumuluru Krishna Murty

Date: July 24, 2015.  
Place: Hyderabad



Tumuluru Krishna Murty  
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Email: [mrtumuluruk@gmail.com](mailto:mrtumuluruk@gmail.com)  
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## Consolidated Results

### Item No. 3 –Appointment of Mr. Javier Eduardo Alarcon Ruiz as a Director of the Company

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Poll Paper (Members/ Proxy)	Total	Remote E-voting (Members Only)	Poll Paper (Members / Proxy)	Total	
No. of votes cast in favour/ Assent	20	66	86	1235161	16991195	18226356	99.0670%
No. of votes cast against / Dissent	5	Nil	5	171647	Nil	171647	0.9330%
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>25</b>	<b>66</b>	<b>91</b>	<b>1406808</b>	<b>16991195</b>	<b>18398003</b>	<b>100%</b>

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary resolution as contained in Item No. 3 of the AGM Notice of the Company dated 24<sup>th</sup> June, 2015 has been passed with Requisite majority.

  
Tumuluru Krishna Murty

Date: July 24, 2015.  
Place: Hyderabad



Tumuluru Krishna Murty  
B.Com.B.L.,F.C.A.,F.C.S.  
Secretary, Brooke Bond Limited (Retired)

'Anasuya'  
C-66, Durgabai Deshmukh Colony  
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Hyderabad – 500 007- India  
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Tel.040- 27428094/27427083

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Company Secretaries

Email: [mrtumuluruk@gmail.com](mailto:mrtumuluruk@gmail.com)  
[tkm\\_hyderabad@yahoo.co.in](mailto:tkm_hyderabad@yahoo.co.in)

### Consolidated Results

#### Item No. 4 – Ratification of appointment of M/s B S R & Associates LLP, Chartered Accountants as Statutory Auditors

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Poll Paper (Members/ Proxy)	Total	Remote E-voting (Members Only)	Poll Paper (Members / Proxy)	Total	
No. of votes cast in favour/ Assent	24	66	90	1406786	16991195	18397981	99.9999%
No. of votes cast against / Dissent	1	Nil	1	22	Nil	22	0.0001%
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>25</b>	<b>66</b>	<b>91</b>	<b>1406808</b>	<b>16991195</b>	<b>18398003</b>	<b>100%</b>

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary resolution as contained in Item No. 4 of the AGM Notice of the Company dated 24<sup>th</sup> June, 2015 has been passed with Requisite majority.

  
Tumuluru Krishna Murty

Date: July 24, 2015.  
Place: Hyderabad



Tumuluru Krishna Murty  
B.Com.B.L.,F.C.A.,F.C.S.  
Secretary, Brooke Bond Limited (Retired)

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[tkm\\_hyderabad@yahoo.co.in](mailto:tkm_hyderabad@yahoo.co.in)

## Consolidated Results

### Item No. 5 – Appointment of Ms. Anna Elizabeth Biehn as Director of the Company

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Poll Paper (Members/ Proxy)	Total	Remote E-voting (Members Only)	Poll Paper (Members / Proxy)	Total	
No. of votes cast in favour/ Assent	23	66	89	1406352	16991195	18397547	99.9975%
No. of votes cast against / Dissent	2	Nil	2	456	Nil	456	0.0025%
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>25</b>	<b>66</b>	<b>91</b>	<b>1406808</b>	<b>16991195</b>	<b>18398003</b>	<b>100%</b>

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary resolution as contained in Item No. 5 of the AGM Notice of the Company dated 24<sup>th</sup> June, 2015 has been passed with Requisite majority.



Tumuluru Krishna Murty

Date: July 24, 2015.

Place: Hyderabad



Tumuluru Krishna Murty  
B.Com.B.L.,F.C.A.,F.C.S.  
Secretary, Brooke Bond Limited (Retired)

'Anasuya'  
C-66, Durgabai Deshmukh Colony  
Ahobil Mutt Road  
Hyderabad – 500 007- India  
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Email: [mrtumuluruk@gmail.com](mailto:mrtumuluruk@gmail.com)  
[tkm\\_hyderabad@yahoo.co.in](mailto:tkm_hyderabad@yahoo.co.in)

### Consolidated Results -

Item No. 6 – Re-Appointment of Dr. Pradip Ghosh Chaudhuri as Whole Time Director of the Company with effect from 25<sup>th</sup> July, 2015 to 31<sup>st</sup> July, 2016

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Poll Paper (Members/ Proxy)	Total	Remote E-voting (Members Only)	Poll Paper (Members / Proxy)	Total	
No. of votes cast in favour/ Assent	24	66	90	1406786	16991195	18397981	99.9999%
No. of votes cast against / Dissent	1	Nil	1	22	Nil	22	0.0001%
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	25	66	91	1406808	16991195	18398003	100%

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, **Special Resolution** as contained in Item No. 6 of the AGM Notice of the Company dated 24<sup>th</sup> June, 2015 has been passed with Requisite majority.



Tumuluru Krishna Murty

Date: July 24, 2015.  
Place: Hyderabad





Tumuluru Krishna Murty  
B.Com.B.L.,F.C.A.,F.C.S.  
Secretary, Brooke Bond Limited (Retired)

'Anasuya'  
C-66, Durgabai Deshmukh Colony  
Ahobil Mutt Road  
Hyderabad – 500 007- India  
Mobile: 09391087255/09849384829  
Tel.040- 27428094/27427083

Tumuluru & Co.  
Company Secretaries

Email: [mrtumuluruk@gmail.com](mailto:mrtumuluruk@gmail.com)  
tkm\_hyderabad@yahoo.co.in

## Consolidated Results

Item No. 7 – Amending Agro Tech Employees Stock Option Plan to align it with the SEBI(Share Based Employee Benefits) Regulations, 2014 and its implementation through Trust.

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Poll Paper (Members/ Proxy)	Total	Remote E-voting (Members Only)	Poll Paper (Members / Proxy)	Total	
No. of votes cast in favour/ Assent	24	66	90	1406786	16991195	18397981	99.9999%
No. of votes cast against / Dissent	1	Nil	1	22	Nil	22	0.0001%
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	25	66	91	1406808	16991195	18398003	100%

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, **Special resolution** as contained in Item No. 7 of the AGM Notice of the Company dated 24<sup>th</sup> June, 2015 has been passed with Requisite majority.



Tumuluru Krishna Murty

Date: July 24, 2015.  
Place: Hyderabad



Tumuluru Krishna Murty  
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Email: [mrtumuluruk@gmail.com](mailto:mrtumuluruk@gmail.com)  
tkm\_hyderabad@yahoo.co.in

## Consolidated Results

### Item No. 8 – Authorizing Agro Tech ESOP Trust to undertake secondary acquisition

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Poll Paper (Members/ Proxy)	Total	Remote E-voting (Members Only)	Poll Paper (Members / Proxy)	Total	
No. of votes cast in favour/ Assent	24	66	90	1406786	16991195	18397981	99.9999%
No. of votes cast against / Dissent	1	Nil	1	22	Nil	22	0.0001%
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>25</b>	<b>66</b>	<b>91</b>	<b>1406808</b>	<b>16991195</b>	<b>18398003</b>	<b>100%</b>

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, **Special resolution** as contained in Item No. 8 of the AGM Notice of the Company dated 24<sup>th</sup> June, 2015 has been passed with Requisite majority.

  
Tumuluru Krishna Murty

Date: July 24, 2015.  
Place: Hyderabad



Tumuluru Krishna Murty  
B.Com.B.L.,F.C.A.,F.C.S.  
Secretary, Brooke Bond Limited (Retired)

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Ahobil Mutt Road  
Hyderabad – 500 007- India  
Mobile: 09391087255/09849384829  
Tel.040- 27428094/27427083

Tumuluru & Co.  
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Email: [mrtumuluruk@gmail.com](mailto:mrtumuluruk@gmail.com)  
tkm\_hyderabad@yahoo.co.in

## Consolidated Results

Item No. 9 – Provisioning of Money by the Company for the purchase or subscription of its own Shares by the Agro Tech ESOP trust / trustees for the benefit of the participants under the Agro Tech Employee Stock Option Plan.

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Poll Paper (Members/ Proxy)	Total	Remote E-voting (Members Only)	Poll Paper (Members / Proxy)	Total	
No. of votes cast in favour/ Assent	24	66	90	1406786	16991195	18397981	99.9992%
No. of votes cast against / Dissent	1	Nil	1	22	Nil	22	0.0001%
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>25</b>	<b>66</b>	<b>91</b>	<b>1406808</b>	<b>16991195</b>	<b>18398003</b>	<b>100%</b>

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Special resolution as contained in Item No. 9 of the AGM Notice of the Company dated 24<sup>th</sup> June, 2015 has been passed with Requisite majority.



Tumuluru Krishna Murty

Date: July 24, 2015.  
Place: Hyderabad



Tumuluru Krishna Murty  
B.Com.B.L.,F.C.A.,F.C.S.  
Secretary, Brooke Bond Limited (Retired)

'Anasuya'  
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Ahobil Mutt Road  
Hyderabad – 500 007- India  
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Email: [mrtumuluruk@gmail.com](mailto:mrtumuluruk@gmail.com)  
[tkm\\_hyderabad@yahoo.co.in](mailto:tkm_hyderabad@yahoo.co.in)

### Consolidated Results

Item No. 10 – Keeping of the Register of Members, Index of Members and copies of all information pertaining to the Annual Returns in relation to transfers/transmission and register of members etc., at the office of M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Poll Paper (Members/ Proxy)	Total	Remote E-voting (Members Only)	Poll Paper (Members / Proxy)	Total	
No. of votes cast in favour/ Assent	22	65	87	1406335	16991135	18397470	99.9992%
No. of votes cast against / Dissent	3	1	4	473	60	533	0.0029%
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>25</b>	<b>66</b>	<b>91</b>	<b>1406808</b>	<b>16991195</b>	<b>18398003</b>	<b>100%</b>

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Special resolution as contained in Item No. 10 of the AGM Notice of the Company dated 24<sup>th</sup> June, 2015 has been passed with Requisite majority.



Tumuluru Krishna Murty

Date: July 24, 2015.  
Place: Hyderabad



Tumuluru Krishna Murty  
B.Com.B.L.,F.C.A.,F.C.S.  
Secretary, Brooke Bond Limited (Retired)

'Anasuya'  
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Email: [mrtumuluruk@gmail.com](mailto:mrtumuluruk@gmail.com)  
[tkm\\_hyderabad@yahoo.co.in](mailto:tkm_hyderabad@yahoo.co.in)

### Consolidated Results

Item No. 11 – Ratification of Appointment of M/s. Vajralingam & Co., Cost Accountants for the Financial Year 2015-2016 and remuneration to be paid to them

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Poll Paper (Members/ Proxy)	Total	Remote E-voting (Members Only)	Poll Paper (Members / Proxy)	Total	
No. of votes cast in favour/ Assent	24	66	90	1406786	16991195	18397981	99.9992%
No. of votes cast against / Dissent	1	Nil	1	22	Nil	22	0.0001%
No. of votes abstained*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
No. of votes invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>25</b>	<b>66</b>	<b>91</b>	<b>1406808</b>	<b>16991195</b>	<b>18398003</b>	<b>100%</b>

\* includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, Ordinary resolution as contained in Item No. 11 of the AGM Notice of the Company dated 24<sup>th</sup> June, 2015 has been passed with Requisite majority.

  
Tumuluru Krishna Murty

Date: July 24, 2015.  
Place: Hyderabad



  
**TUMULURU KRISHNA MURTY**  
Company Secretary in Practice  
FCS 142, CP 1293  
TUMULURU & CO  
Company Secretaries

