



Agro Tech Foods Limited

11th June, 2013

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

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

Dear Sir/Madam,

Sub: Results of Postal Ballot

This has reference to our letters dated 17th April, 2013, 24th April, 2013 and 7th May, 2013. In this connection, please find enclosed the scrutinizers report with respect to the result on the following Resolution passed through postal ballot pursuant to Section 192A of the Companies Act, 1956, read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011:-

‘Special Resolution in respect of Buy Back of Equity Shares of the Company’

This is for your information and records,

Yours sincerely,

For Agro Tech Foods Limited


Phani K Mangipudi
Company Secretary

Encl. Copy of the Report of the Scrutinizer

LVV IYER & ASSOCIATES

CORPORATE LAWYERS

302 A, 3rd Floor, 'Technopolis', Lane next to Pantaloons, Begumpet, Hyderabad - 500 016.
Ph: 040 - 2776 6534.64536929. Telefax: 040 - 2776 5828. Email : iyerassociates@sify.com . Iyerassociates@yahoo.com
web : www.lvviyerandassociates.com

The Board of Directors
Agro Tech Foods Limited
31, Sarojini Devi Road,
Secunderabad – 500 003, A.P.

June 10, 2013

Dear Sir,

Please refer to the resolution of the Board of Directors dated 24th April 2013 by which I was appointed as the Scrutinizer for the purpose of the Postal Ballot to be conducted in respect of the following special resolution in terms of the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001 read with Section 192 A of the Companies Act, 1956.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution.

"RESOLVED THAT pursuant to the provisions of Article 62A of the Articles of Association of the Company and Sections 77A, 77AA, 77B and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as 'the Act') and the provisions contained in the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, including any amendments, statutory modification(s) or re-enactments thereof (hereinafter referred to as 'Buy-back Regulations') and subject to such other approvals, permissions and sanctions as may be necessary, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board") (which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for the Buy-back of upto 1,000,000 fully paid-up equity shares, each of a face value of Rs. 10/- (not exceeding 25% of the total paid-up equity share capital in the financial year ending on March 31, 2012), for an amount not exceeding Rs.520,000,000/- ("Maximum Offer Size"), (being 24.92% of the total paid-up share capital and free reserves as on March 31, 2012) for a price not exceeding Rs. 520/- per equity share ("Maximum Buy-back Price") from the shareholders of the Company under the Buy-back Regulations through Tender Offer (hereinafter referred to as "Buy-back")."

"RESOLVED FURTHER THAT such Buy-back may be made from the Company's free reserves and/ or such other sources as may be permitted by law and as the Board may in its absolute discretion deem fit and the Buy-back shall be from the existing shareholders on a proportionate basis through tender offer method in such manner as may be prescribed under the Act, the Buy-back Regulations and on such terms and conditions as the Board of Directors may deem fit."



L.V.V. Iyer

"RESOLVED FURTHER THAT as required under Regulation 6 of the Buy-back Regulations, 15% of the number of equity shares which the Company proposes to Buy-back or number of equity shares entitled as per the shareholding of small shareholders at record date, whichever is higher, shall be reserved for the small shareholders, as defined in the Buy-back Regulations."

"RESOLVED FURTHER THAT the Board be and is hereby authorized, jointly or severally, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, to be in the best interest of the shareholders, including but not limited to appointment of merchant banker(s), registrars, solicitor(s), banker(s), advisor(s), consultant(s), depository participant(s) and other intermediaries/agencies for the implementation of the Buy-back, carry out incidental documentation, as also to make applications to the appropriate authorities for their requisite approvals, as also to initiate all necessary actions for preparation and issue of various documents, including public announcement, letter of offer, declaration of solvency, extinguishment of share certificates, filing of documents/ return with the relevant statutory authorities including but not limited to the Registrar of Companies, the Securities and Exchange Board of India and Stock Exchange(s), maintenance of statutory registers and records and 'Certificates of Extinguishment' required to be filed in connection with the Buy-back, opening of escrow bank account(s), special bank account(s), demat account(s) and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buy-back with the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchange(s), Registrar of Companies, Depositories and/or other relevant authorities."

"RESOLVED FURTHER THAT the Board in its absolute discretion, be and is hereby authorized to accept and make, in the interest of the Company, any alteration(s), modification(s) to the terms and conditions as it may deem fit and necessary, concerning any aspect of the Buy-back, in accordance with the statutory requirements and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in relation to the proposed Buy-back at any stage (not limited to suspending or rescinding the proposed Buy-back in accordance with the applicable law, rules and regulations) without requiring to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

Due process of law has been followed in conducting the postal ballot as required by the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001.

After my scrutiny of the postal ballot papers and on the basis of the certificate furnished by Karvy Computershare Private Limited in respect of the shareholding relating to the members who participated in the postal ballot, the following results emerged:



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**Total number of valid votes cast
through postal ballot in physical
and electronic modes :**

233 votes of shareholders in respect of 15677435 shares

For the Resolution :

207 votes of shareholders in respect of 15672724 shares

Against the Resolution :

26 votes of shareholders in respect of 4711 shares


Invalid ballot papers :

33 ballot papers of shareholders in respect of 1404 shares

In view of the above, I declare that the above noted special resolution to have been passed with the requisite majority by postal ballot.

Thanking you

Yours faithfully



L.V.V. Iyer
Scrutinizer
Partner
L V V Iyer & Associates