

## **Agro Tech Foods Limited**

18<sup>th</sup> July, 2019

The Manager,  
BSE Limited,  
Floor 25, 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: **Voting Result pursuant to Regulation 44 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the details of Voting Results of the 32<sup>nd</sup> Annual General Meeting of the shareholders of the Company held on Wednesday, 17<sup>th</sup> July, 2019 at 10.00 AM at Hotel Green Park, 7-1-25, Green Lands, Begumpet, Hyderabad-500016 are enclosed as per Annexure.

You are requested to take this on record.

Thanking you,

Yours faithfully,  
For Agro Tech Foods Limited



JYOTI CHAWLA  
COMPANY SECRETARY & COMPLIANCE OFFICER



Enclosures:

1. Voting Results
2. Scrutinizer's Report

ATFL an affiliate of  
**ConAgra**  
**Foods**  
Food you love

<b>Name of the Company</b>		AGRO TECH FOODS LIMITED						
<b>Date of the AGM/EGM</b>		17-07-2019						
<b>Total number of shareholders on record date, 9th July 2019</b>		15747						
<b>No. of shareholders present in the meeting either in person or through proxy:</b>								
<b>Promoters and Promoter Group:</b>		1						
<b>Public:</b>		521						
<b>No. of Shareholders attended the meeting through Video</b>								
<b>Promoters and Promoter Group:</b>		Not Applicable						
<b>Public:</b>		Not Applicable						
<b>Resolution No.</b>	1							
<b>Resolution required: (Ordinary/Special)</b>	ORDINARY - Adoption of Accounts for the financial year ended 31st March, 2019							
<b>Whether promoter/ promoter group are interested in the</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	E-Voting	12,616,619	0	0.0000	0	0	0.0000	0.0000
	Poll		12,616,619	100.0000	12,616,619	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12,616,619</b>	<b>100.0000</b>	<b>12,616,619</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public- Institutions</b>	E-Voting	2,913,258	835,272	28.6714	835,272	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>835,272</b>	<b>28.6714</b>	<b>835,272</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public- Non Institutions</b>	E-Voting	8,839,387	3,170,036	35.8626	3,169,991	45	99.9986	0.0014
	Poll		46,447	0.5255	46,389	58	99.8751	0.1249
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,216,483</b>	<b>36.3881</b>	<b>3,216,380</b>	<b>103</b>	<b>99.9968</b>	<b>0.0032</b>
<b>Total</b>		<b>24,369,264</b>	<b>16,668,974</b>	<b>68.3992</b>	<b>16,668,271</b>	<b>103</b>	<b>99.9994</b>	<b>0.0006</b>

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Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend for the Financial Year ended 31st March, 2019.							
Whether promoter/ promoter group are interested in the	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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
Promoter and Promoter Group	E-Voting	12,616,619	0	0.0000	0	0	0.0000	0.0000
	Poll		12,616,619	100.0000	12,616,619	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12,616,619</b>	<b>100.0000</b>	<b>12,616,619</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,913,258	835,272	28.6714	835,272	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>835,272</b>	<b>28.6714</b>	<b>835,272</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8,839,387	3,170,036	35.8626	3,170,014	22	99.9993	0.0007
	Poll		46,447	0.5255	46,389	58	99.8751	0.1249
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,216,483</b>	<b>36.3881</b>	<b>3,216,403</b>	<b>80</b>	<b>99.9975</b>	<b>0.0025</b>
<b>Total</b>		<b>24,369,264</b>	<b>16,668,374</b>	<b>68.3992</b>	<b>16,668,294</b>	<b>80</b>	<b>99.9995</b>	<b>0.0005</b>

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Resolution No.	3							
Resolution required: (Ordinary/Special)	ORDINARY - Re-appointment of Ms. Jill Ann Rahman who retires by rotation and being eligible, offers herself for reappointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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
Promoter and Promoter Group	E-Voting	12,616,619	0	0.0000	0	0	0.0000	0.0000
	Poll		12,616,619	100.0000	12,616,619	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12,616,619</b>	<b>100.0000</b>	<b>12,616,619</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,913,258	835,272	28.6714	835,272	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>835,272</b>	<b>28.6714</b>	<b>835,272</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8,839,387	3,170,036	35.8626	3,169,990	46	99.9985	0.0015
	Poll		46,447	0.5255	46,389	58	99.8751	0.1249
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,216,483</b>	<b>36.3881</b>	<b>3,216,379</b>	<b>104</b>	<b>99.9968</b>	<b>0.0032</b>
<b>Total</b>		<b>24,369,264</b>	<b>16,668,374</b>	<b>68.3992</b>	<b>16,668,270</b>	<b>104</b>	<b>99.9994</b>	<b>0.0006</b>

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Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditors of the Company, to hold office from the conclusion of this 32nd Annual General Meeting until the conclusion of 37th Annual General Meeting of the Company, in place of M/s. B S R & Associates LLP., who were not eligible to be reappointed as Auditors of the Company and to authorize the Board of Directors to fix their remuneration.							
Whether promoter/ promoter group are interested in the	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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
Promoter and Promoter Group	E-Voting	12,616,619	0	0.0000	0	0	0.0000	0.0000
	Poll		12,616,619	100.0000	12,616,619	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12,616,619</b>	<b>100.0000</b>	<b>12,616,619</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,913,258	835,272	28.6714	835,272	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>835,272</b>	<b>28.6714</b>	<b>835,272</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8,839,387	3,170,036	35.8626	3,169,912	124	99.9961	0.0039
	Poll		46,447	0.5255	46,389	58	99.8751	0.1249
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,216,483</b>	<b>36.3881</b>	<b>3,216,301</b>	<b>182</b>	<b>99.9943</b>	<b>0.0057</b>
<b>Total</b>		<b>24,369,264</b>	<b>16,668,374</b>	<b>68.3992</b>	<b>16,668,192</b>	<b>182</b>	<b>99.9989</b>	<b>0.0011</b>

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Resolution No.	5							
Resolution required: (Ordinary/Special)	SPECIAL - Reappointment of Lt. Gen D B Singh, who has already attained the age of 75 years, as a non-executive Independent Director of the Company for a second term of five years from the date of Annual General Meeting i.e. 17th July, 2019 to 16th July, 2024, not be liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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
Promoter and Promoter Group	E-Voting	12,616,619	0	0.0000	0	0	0.0000	0.0000
	Poll		12,616,619	100.0000	12,616,619	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12,616,619</b>	<b>100.0000</b>	<b>12,616,619</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,913,258	835,272	28.6714	155,699	679,573	18.6405	81.3595
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>835,272</b>	<b>28.6714</b>	<b>155,699</b>	<b>679,573</b>	<b>18.6405</b>	<b>81.3595</b>
Public- Non Institutions	E-Voting	8,839,387	3,170,036	35.8626	3,169,991	45	99.9986	0.0014
	Poll		46,447	0.5255	46,389	58	99.8751	0.1248
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,216,483</b>	<b>36.3881</b>	<b>3,216,380</b>	<b>103</b>	<b>99.9968</b>	<b>0.0032</b>
<b>Total</b>		<b>24,369,264</b>	<b>16,668,374</b>	<b>68.3992</b>	<b>15,988,698</b>	<b>679,676</b>	<b>95.9224</b>	<b>4.0776</b>

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Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Reappointment of Mr. Sanjaya Kulkarni as a non-executive Independent Director of the Company for a second term of five years from the date of Annual General Meeting i.e. 17th July, 2019 to 16th July, 2024, not be liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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
Promoter and Promoter Group	E-Voting	12,616,619	0	0.0000	0	0	0.0000	0.0000
	Poll		12,616,619	100.0000	12,616,619	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12,616,619</b>	<b>100.0000</b>	<b>12,616,619</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,913,258	835,272	28.6714	155,699	679,573	18.6405	81.3594
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>835,272</b>	<b>28.6714</b>	<b>155,699</b>	<b>679,573</b>	<b>18.6405</b>	<b>81.3595</b>
Public- Non Institutions	E-Voting	8,839,387	3,170,036	35.8626	3,169,991	45	99.9986	0.0014
	Poll		46,447	0.5255	46,389	58	99.8751	0.1249
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,216,483</b>	<b>36.3881</b>	<b>3,216,380</b>	<b>103</b>	<b>99.9968</b>	<b>0.0032</b>
<b>Total</b>		<b>24,369,264</b>	<b>16,668,374</b>	<b>68.3992</b>	<b>15,988,698</b>	<b>679,676</b>	<b>95.9224</b>	<b>4.0776</b>

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Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Reappointment of Mr. Arun Bewoor, who has already attained the age of 75 years, as a non-executive Independent Director of the Company for a second term of five years from the date of Annual General Meeting i.e. 17th July, 2019 to 16th July, 2024, not be liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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
Promoter and Promoter Group	E-Voting	12,616,619	0	0.0000	0	0	0.0000	0.0000
	Poll		12,616,619	100.0000	12,616,619	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12,616,619</b>	<b>100.0000</b>	<b>12,616,619</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,913,258	835,272	28.6714	155,699	679,573	18.6405	81.3594
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>835,272</b>	<b>28.6714</b>	<b>155,699</b>	<b>679,573</b>	<b>18.6405</b>	<b>81.3595</b>
Public- Non Institutions	E-Voting	8,839,387	3,170,036	35.8626	3,169,991	45	99.9986	0.0014
	Poll		46,447	0.5255	46,389	58	99.8751	0.1249
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,216,483</b>	<b>36.3881</b>	<b>3,216,380</b>	<b>103</b>	<b>99.9968</b>	<b>0.0032</b>
<b>Total</b>	<b>24,369,264</b>	<b>16,668,374</b>	<b>68.3992</b>	<b>15,988,698</b>	<b>679,676</b>	<b>95.9224</b>	<b>4.0776</b>	

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Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - Reappointment of Mr. Narendra Ambwani as a non-executive Independent Director of the Company for a second term of five years from the date of Annual General Meeting i.e. 17th July, 2019 to 16th July, 2024, not be liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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
Promoter and Promoter Group	E-Voting	12,616,619	0	0.0000	0	0	0.0000	0.0000
	Poll		12,616,619	100.0000	12,616,619	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12,616,619</b>	<b>100.0000</b>	<b>12,616,619</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,913,258	835,272	28.6714	835,272	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>835,272</b>	<b>28.6714</b>	<b>835,272</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8,839,387	3,170,036	35.8626	3,169,991	45	99.9986	0.0014
	Poll		46,447	0.5255	46,389	58	99.8751	0.1249
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,216,483</b>	<b>36.3881</b>	<b>3,216,380</b>	<b>103</b>	<b>99.9968</b>	<b>0.0032</b>
<b>Total</b>		<b>24,369,264</b>	<b>16,668,974</b>	<b>68.3992</b>	<b>16,668,271</b>	<b>103</b>	<b>99.9994</b>	<b>0.0006</b>

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Resolution No.	9							
Resolution required: (Ordinary/ Special)	SPECIAL - Reappointment of Ms. Veena Vishindas Gidwani as a non-executive Independent Director of the Company for a second term of five years from the date of Annual General Meeting i.e. 17th July, 2019 to 16th July, 2024, not be liable to retire by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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
Promoter and Promoter Group	E-Voting	12,616,619	0	0.0000	0	0	0.0000	0.0000
	Poll		12,616,619	100.0000	12,616,619	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12,616,619</b>	<b>100.0000</b>	<b>12,616,619</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,913,258	835,272	28.6714	835,272	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>835,272</b>	<b>28.6714</b>	<b>835,272</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8,839,387	3,170,036	35.8626	3,169,991	45	99.9986	0.0014
	Poll		46,447	0.5255	46,389	58	99.8751	0.1249
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,216,483</b>	<b>36.3881</b>	<b>3,216,380</b>	<b>103</b>	<b>99.9968</b>	<b>0.0032</b>
<b>Total</b>		<b>24,369,264</b>	<b>16,668,374</b>	<b>68.3992</b>	<b>16,668,271</b>	<b>103</b>	<b>99.9994</b>	<b>0.0006</b>

*Nyati*

Resolution No.	10							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of Remuneration of M/s. Vajralingam & Co., Cost Accountants as Cost Auditors for FY 2019-20.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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
Promoter and Promoter Group	E-Voting	12,616,619	0	0.0000	0	0	0.0000	0.0000
	Poll		12,616,619	100.0000	12,616,619	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12,616,619</b>	<b>100.0000</b>	<b>12,616,619</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	2,913,258	835,272	28.6714	835,272	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>835,272</b>	<b>28.6714</b>	<b>835,272</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8,839,387	3,170,036	35.8626	3,169,991	45	99.9986	0.0014
	Poll		46,447	0.5255	46,389	58	99.8751	0.1249
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,216,483</b>	<b>36.3881</b>	<b>3,216,380</b>	<b>103</b>	<b>99.9968</b>	<b>0.0032</b>
<b>Total</b>		<b>24,369,264</b>	<b>16,668,374</b>	<b>68.3992</b>	<b>16,668,271</b>	<b>103</b>	<b>99.9994</b>	<b>0.0000</b>

*Jyoti*

**Tumuluru & Company**  
Company Secretaries,

# F No. 102, Surya Kiran Complex  
S D Road, Secunderabad-500 003 TELANGANA  
TEL: 040-2781 5309  
Mobile: 099893 14279  
Email: saravana1015@gmail.com

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18<sup>th</sup> July, 2019

To  
The Chairman  
Agro Tech Foods Limited  
CIN: L15142TG1986PLC006957

31, Sarojini Devi Road,  
Secunderabad, Telangana – 500003.

Dear Sir,

I thank you for appointing us as Scrutinizer for the remote e-voting and Ballot voting by your Company for the 32<sup>nd</sup> Annual General Meeting (AGM) of your Company held on Wednesday, 17<sup>th</sup> July, 2019 at 10.00 A. M at Hotel Green Park, 7-1-25, Greenlands, Begumpet, Hyderabad – 500 016, Telangana.

I submit herewith the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Thanking you  
Yours Truly  
For Tumuluru & Company

  
B V Saravana Kumar  
ACS: 26944  
CP No. 11727



To  
The Chairman  
Agro Tech Foods Limited  
CIN: L15142TG1986PLC006957

31, Sarojini Devi Road,  
Secunderabad – 500 003  
Telangana.

### **SCRUTINIZER'S REPORT**

#### **1. Appointment as Scrutinizer:**

I, B V Saravana Kumar, Partner, Practicing Company Secretary, on behalf of Tumuluru & Company, Company Secretaries has been appointed as the Scrutinizer by the Board of Directors of Agro Tech Foods Limited ("the Company") for the remote e-voting as well as the e-voting and Poll to be conducted at the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company held on Wednesday, July 17, 2019 at 10.00 AM at # Hotel Green Park, 7-1-25, Greenlands, Begumpet, Hyderabad – 500 016, Telangana.

#### **2. Dispatch of Notice convening the Meeting:**

The Company has informed that, on the basis of the Register of Members maintained by the Registrar & Transfer Agents of the Company i.e Karvy Fintech Private Limited 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:

- By e-mail to 10789 Members who had registered their email ids with Depositories/ the Company
- By Courier to 4933 Members

#### **3. Cut-off Date:**

The Members, whose names appear in the Register of Members/List of Beneficial Owners as on Tuesday the 9<sup>th</sup> July, 2019 i.e., the date prior to the commencement of book closure, being the Cut-off date are entitled to vote on Resolutions set forth in the Notice dt. 24<sup>th</sup> April, 2019.

#### **4. Remote E-voting:**

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



*[Handwritten signature]*

**4.2 Remote e-voting:** Remote e-voting platform was open from 9 AM (IST) on Saturday, July 13<sup>th</sup>, 2019 and ended at 5 PM (IST) on Tuesday, July 16<sup>th</sup>, 2019 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Businesses and Special Businesses as set out in the notice of AGM on the e-Voting platform provided by Karvy.

#### 5. Voting at the AGM:

5.1 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 No. of Members, Total Votes casted in favour, against and abstained.

5.2 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.

5.3 The Company has authorized Karvy to provide/ conduct Voting at the meeting through voting by Polling Paper. The voting facility was provided by Karvy.

#### 6. Counting Process

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

6.2 The votes were reconciled with the records maintained by the Company and Registrar & Share Transfer Agent i.e. Karvy with respect to the authorizations / proxies lodged with the Company.

6.3 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. The 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

#### 7. Results

7.1 I observed that:

- a) 36 Members/ Proxies have cast their votes through the Polling Paper facility provided at the Annual General Meeting and
- b) 37 Members had cast their votes through remote e-voting

7.2 The consolidated Results with respect to each of the items on the agenda as set out in the Notice of the 32<sup>nd</sup> AGM dated April 24<sup>th</sup>, 2019 is enclosed.



7.3 Based on the aforesaid results, 5 Ordinary Resolutions as contained in Item No. 1 to 4 and Item No. 10 and 5 Special Resolutions as contained in Item No. 5 to 9 of the Notice dated April 24<sup>th</sup>, 2019, have been passed with Requisite majority.

7.4 Soft copy of the List of members, for both voting at the AGM as well as remote e-voting containing the details of members who voted "FOR" and "AGAINST" for each resolution will be emailed to the Company.

*Sankar*

*Sachin*

Witnesses:

1. Siddharth Bantia s/o Sunil Bantia  
Flat NO 102, Suryakiran complex  
S.D Road Secunderabad - 500003.
2. Sachin Lingetkar Solo Vinod Lingetkar  
Flat no 102, Suryakiran Complex  
S.D Road Secunderabad - 500003

Thanking you  
Yours Truly  
For Tumuluru & Company

*B.V. Saravana Kumar*

B V Saravana Kumar  
ACS: 26944  
CP No. 11727



*[Signature]*



**Item No. 1 –Adoption of Accounts for the financial year ended 31st March, 2019**

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/P roxy)	Total	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/P roxy)	Total	
No. of votes cast in favour/ Assent	31	27	58	4005263	12663008	16668271	99.9994%
No. of votes cast against / Dissent	6	9	15	45	58	103	0.0006%
No. of votes abstained	0	0	0		0	0	0.0000%
<b>Total</b>	<b>37</b>	<b>36</b>	<b>73</b>	<b>4005308</b>	<b>12663066</b>	<b>16668374</b>	<b>100.0000%</b>

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 1 of the AGM Notice of the Company dated April 24, 2019 has been passed with Requisite majority

For Tumuluru & Company

*B V Saravana Kumar*

**B V Saravana Kumar**  
Partner  
M. No. 26944 C P No. 11727



*[Handwritten signature]*



Date : July 17th, 2019  
Place : Hyderabad




**Item No. 2 –Declaration of Dividend**

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/P roxy)	Total	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Pr oxy)	Total	
No. of votes cast in favour/ Assent	36	27	63	4005286	12663008	16668294	99.9995%
No. of votes cast against / Dissent	1	9	10	22	58	80	0.0005%
No. of votes abstained*	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>37</b>	<b>36</b>	<b>73</b>	<b>4005308</b>	<b>12663066</b>	<b>16668374</b>	<b>100.0000%</b>

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 2 of the AGM Notice of the Company dated April 24th, 2019 has been passed with Requisite majority

For Tumuhuru & Company

  
**B V Saravana Kumar**  
 Partner  
 M. No. 26944 C P No. 11727





**Date : July 17th, 2019**  
**Place : Hyderabad**



**Item No. 3 – Reappointment of Ms. Jill Ann Rahman who retires by rotation and being eligible, offers herself for reappointment**

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Proxy)	Total	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Proxy)	Total	
No. of votes cast in favour/ Assent	30	27	57	4005262	12663008	16668270	99.9994%
No. of votes cast against / Dissent	7	9	16	46	58	104	0.0006%
No. of votes abstained	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>37</b>	<b>36</b>	<b>73</b>	<b>4005308</b>	<b>12663066</b>	<b>16668374</b>	<b>100.0000%</b>

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 3 of the AGM Notice of the Company dated April 24, 2019 has been passed with Requisite majority

For Tumuluru & Company

*B. V. Saravana Kumar*

**B V Saravana Kumar**

**Partner**

**M. No. 26944 C P No. 11727**

**Date : July 17th, 2019**

**Place : Hyderabad**



*[Handwritten signature]*



**Item No. 4 – Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditors of the Company, to hold office from the conclusion of this 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company, in place of M/s. B S R & Associates LLP., who were not eligible to be reappointed as Auditors of the Company and to authorize the Board of Directors to fix their remuneration**

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Proxy)	Total	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Proxy)	Total	
No. of votes cast in favour/ Assent	34	27	61	4005184	12663008	16668192	99.9989%
No. of votes cast against / Dissent	3	9	12	124	58	182	0.0011%
No. of votes abstained	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>37</b>	<b>36</b>	<b>73</b>	<b>4005308</b>	<b>12663066</b>	<b>16668374</b>	<b>100.0000%</b>

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 4 of the AGM Notice of the Company dated April 24, 2019 has been passed with Requisite majority

For Tumularn & Company

*B.V. Saravana Kumar*

**B V Saravana Kumar**  
Partner

M. No. 26944 C P No. 11727



*[Handwritten signature]*



Date : July 17th, 2019

Place : Hyderabad

Item No. 5 –Re-appointment of Lt. Gen. D B Singh (Din: 00239637), who has already attained the age of 75 years, as a Non-Executive Independent Director of the Company for a second term of five years from the date of Annual General Meeting i.e 17th July, 2019 to 16th July, 2024, not be liable to retire by rotation

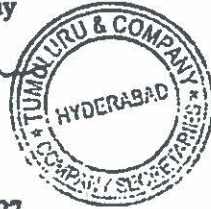
	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/P roxy)	Total	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Pr oxy)	Total	
No. of votes cast in favour/ Assent	30	27	57	3325690	12663008	15988698	95.9224%
No. of votes cast against / Dissent	7	9	16	679618	58	679676	4.0776%
No. of votes abstained	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>37</b>	<b>36</b>	<b>73</b>	<b>4005308</b>	<b>12663066</b>	<b>16668374</b>	<b>100.0000%</b>

Based on the aforesaid results, Special Resolution as contained in Item No.5 of the AGM Notice of the Company dated April 24, 2019 has been passed with Requisite majority

For Tumuluru & Company

*B.V. Saravana Kumar*

B V Saravana Kumar  
Partner  
M. No. 26944 C P No. 11727



*[Handwritten Signature]*



Date : July 17th, 2019

Place : Hyderabad

**Item No. 6 –Re-appointment of Mr. Sanjay Kulkarni (Din: 00102575), as a Non-Executive Independent Director of the Company for a second term of five years from the date of Annual General Meeting i.e 17th July, 2019 to 16th July, 2024, not be liable to retire by rotation**

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/P roxy)	Total	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Pr oxy)	Total	
No. of votes cast in favour/ Assent	30	27	57	3325690	12663008	15988698	95.9224%
No. of votes cast against / Dissent	7	9	16	679618	58	679676	4.0776%
No. of votes abstained	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>37</b>	<b>36</b>	<b>73</b>	<b>4005308</b>	<b>12663066</b>	<b>16668374</b>	<b>100.0000%</b>

Based on the aforesaid results, Special Resolution as contained in Item No. 6 of the AGM Notice of the Company dated April 24, 2019 has been passed with Requisite majority

For Tumuluru & Company



**B V Saravana Kumar**  
Partner  
M. No. 26944 C P No. 11727







Date : July 17th, 2019  
Place : Hyderabad

**Item No. 7 –Re-appointment of Mr. Arun Bewoor (Din: 00024276), who has already attained the age of 75 years, as a Non-Executive Independent Director of the Company for a second term of five years from the date of Annual General Meeting i.e 17th July, 2019 to 16th July, 2024, not be liable to retire by rotation**

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/P roxy)	Total	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Pr oxy)	Total	
No. of votes cast in favour/ Assent	30	27	57	3325690	12663008	15988698	95.9224%
No. of votes cast against / Dissent	7	9	16	679618	58	679676	4.0776%
No. of votes abstained	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>37</b>	<b>36</b>	<b>73</b>	<b>4005308</b>	<b>12663066</b>	<b>16668374</b>	<b>100.0000%</b>

Based on the aforesaid results, Special Resolution as contained in Item No. 7 of the AGM Notice of the Company dated April 24, 2019 has been passed with Requisite majority

For Tumuhuru & Company

  
**B V Saravana Kumar**  
**Partner**  
**M. No. 26944 C P No. 11727**




**Date : July 17th, 2019**  
**Place : Hyderabad**

**Item No. 8 –Re-appointment of Mr. Narendra Ambwani (Din: 00236658), as a Non-Executive Independent Director of the Company for a second term of five years from the date of Annual General Meeting i.e 17th July, 2019 to 16th July, 2024, not be liable to retire by rotation**

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Proxy)	Total	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Proxy)	Total	
No. of votes cast in favour/ Assent	31	27	58	4005263	12663008	16668271	99.9994%
No. of votes cast against / Dissent	6	9	15	45	58	103	0.0006%
No. of votes abstained	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>37</b>	<b>36</b>	<b>73</b>	<b>4005308</b>	<b>12663066</b>	<b>16668374</b>	<b>100.0000%</b>

Based on the aforesaid results, Special Resolution as contained in Item No. 8 of the AGM Notice of the Company dated April 24, 2019 has been passed with Requisite majority

For Tumuluru & Company

*B V Saravana Kumar*

**B V Saravana Kumar**  
Partner  
M. No. 26944 C P No. 11727



*[Handwritten Signature]*



**Date : July 17th, 2019**  
**Place : Hyderabad**

**Item No. 9 –Re-appointment of Ms. Veena Vishindas Gidwan (Din: 06890544), as a Non-Executive Independent Director of the Company for a second term of five years from the date of Annual General Meeting i.e 17th July, 2019 to 16th July, 2024, not be liable to retire by rotation**

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/P roxy)	Total	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/P roxy)	Total	
No. of votes cast in favour/ Assent	31	27	58	4005263	12663008	16668271	99.9994%
No. of votes cast against / Dissent	6	9	15	45	58	103	0.0006%
No. of votes abstained	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>37</b>	<b>36</b>	<b>73</b>	<b>4005308</b>	<b>12663066</b>	<b>16668374</b>	<b>100.0000%</b>

Based on the aforesaid results, Special Resolution as contained in Item No. 9 of the AGM Notice of the Company dated April 24, 2019 has been passed with Requisite majority

**For Tumuhuru & Company**

*B V Saravana Kumar*  
**B V Saravana Kumar**  
**Partner**  
**M. No. 26944 C P No. 11727**




**Date : July 17th, 2019**

**Place : Hyderabad**



**Item No. 10 –Approval of Remuneration of Ms. Vajralingam Co., Cost Accountants as Cost Auditors for FY 2019-20**

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/P roxy)	Total	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Pr oxy)	Total	
No. of votes cast in favour/ Assent	31	27	58	4005263	12663008	16668271	99.9994%
No. of votes cast against / Dissent	6	9	15	45	58	103	0.0006%
No. of votes abstained	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>37</b>	<b>36</b>	<b>73</b>	<b>4005308</b>	<b>12663066</b>	<b>16668374</b>	<b>100.0000%</b>

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 10 of the AGM Notice of the Company dated April 24, 2019 has been passed with Requisite majority

For Tumuluru & Company

*B V Saravana Kumar*

**B V Saravana Kumar**  
Partner  
M. No. 26944 C P No. 11727



*[Handwritten Signature]*



Date : July 17th, 2019  
Place : Hyderabad