

Agro Tech Foods Limited

24th August, 2012

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 Sirs,

Sub: Minutes of the 25nd Annual General Meeting
Ref: Clause 31 of the Listing Agreement

We enclose herewith, extract of the proceedings of the 25nd Annual General Meeting of our Company held on Wednesday, the 25th July, 2012.

This is for your information and Records.

Thanking you,

Yours faithfully,
For Agro Tech Foods Limited


PHANI K MANGIPUDI
Company Secretary

Encl: a/a

Agro Tech Foods Limited

MINUTES OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF AGRO TECH FOODS LIMITED HELD ON WEDNESDAY, THE 25TH JULY, 2012 AT 10.00 AM AT RESIDENCY HALL, HOTEL GREEN PARK, GREENLANDS, HYDERABAD – 500 016, ANDHRA PRADESH.

PRESENT:

DIRECTORS

: LT. GEN.D.B. SINGH (IN THE CHAIR)
MR. PATRICK D LINEHAN
MR. MICHAEL D WALTER
MR. SANJAYA KULKARNI
MR. ARUN BEWOOR
MR. NARENDRA AMBWANI
DR. PRADIP GHOSH CHAUDHURI

PRESIDENT

: MR. SACHIN GOPAL

COMPANY SECRETARY

: MR. PHANI K MANGIPUDI

BY INVITATION

: MR. HEMANT KUMAR RUIA
MR. ARIJIT DUTTA
MR. SAIYAM JAIN
MR. KPN SRINIVAS
MR. MV GOPALAKRISHNA
MR. B SAI CHANDRASEKHAR

Details of members and proxy holders present at this meeting - (As per Annexure).

1. Lt. Gen D B Singh, an Independent Director, was elected as the Chairman of the Meeting and introduced the President and the Directors present.
2. The Notice dated 26th April, 2012 convening the Twenty Fifth Annual General Meeting and the related Explanatory Statement and the Directors' Report and Accounts, for the financial year ended 31st March, 2012, as previously circulated, were taken as read. The business before the Meeting was taken up after having established that the requisite quorum for the meeting was present.



3. The Register of Directors' Shareholding was placed before the Meeting in accordance with the requirements of Section 307(7) of the Companies Act, 1956 and it remained open and accessible during the continuance of the meeting to all persons attending the meeting.
4. The signed Auditors' Report was kept on the table throughout the Meeting.
5. The Chairman delivered his speech on the occasion of the Twenty Fifth Annual General Meeting.
6. Auditors' Report dated 26th April, 2012 on the Accounts of the Company for the Financial Year ended 31st March, 2012, was read by Mr. Sriram Mahalingam, Partner, BSR and Co., Chartered Accountants.

ORDINARY BUSINESS

RESOLUTION NO. 1: ORDINARY RESOLUTION

7. ADOPTION OF ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2012

The following Resolution was duly proposed by Mr. Tumuluru Krishna Murthy and seconded by Mr. Kamal Kishore as an Ordinary Resolution.

"RESOLVED that the Balance Sheet of the Company as at 31st March, 2012 and the Profit & Loss Account for the year ended on that date together with the Schedules and Notes thereon and the significant accounting policies and the Reports of the Board of Directors and the Auditors thereon, as circulated to the members and laid before the meeting, be and are hereby approved and adopted."

Before the resolution was put to vote, the Chairman asked that if any Shareholder had any questions to ask about the Company's working during the year under review, Mr. Sachin Gopal, President, would be glad to answer the same. Thereafter a few members spoke on the resolution and put forth their queries, questions, clarifications, and suggestions. The President thanked the shareholders for their keen interest in the Company's working and replied suitably to the questions they had put forth.

The resolution thereafter was approved by a majority on show of hands.



RESOLUTION NO.2: ORDINARY RESOLUTION8. TO DECLARE A DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2012

The following Resolution was duly proposed by Mr. B Sai Chandra Sekhar and seconded by Mr. Praful Chavda as an Ordinary Resolution.

"RESOLVED that a Dividend at the rate of 17.5% i.e. ` 1.75 per Equity Share out of the current profits of the year be and is hereby declared on 24,369,264 equity shares fully paid up, for the financial year ended 31st March, 2012, and will be paid by 24th August, 2012 to those Members of the Company entitled thereto whose names appear on the Register of Members as on 25th July, 2012.

The resolution thereafter was approved by a majority on show of hands.

RESOLUTION NO.3: ORDINARY RESOLUTION9. REAPPOINTMENT OF LT.GEN.D.B.SINGH

As the proposed resolution pertained to the appointment of Lt. Gen D B Singh himself as a Director, Mr. Patrick D Linehan conducted the proceedings for this item in the Agenda

The following Resolution was duly proposed by Mr. Ahmed Siddique and seconded by Mr. M Raghuvver Rao as an Ordinary Resolution.

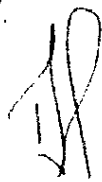
"RESOLVED that Lt. Gen D B Singh be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation".

The resolution was thereafter put to vote and on a show of hands was declared carried **Unanimously**.

RESOLUTION NO.4: ORDINARY RESOLUTION10. REAPPOINTMENT OF MR. SANJAYA KULKARNI

The following Resolution was duly proposed by Mr. E.V. Srinivas and seconded by Mr. Wali as an Ordinary Resolution.

"RESOLVED that Mr. Sanjaya Kulkarni be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation".



The resolution thereafter was approved by a majority on show of hands.
RESOLUTION NO.5: ORDINARY RESOLUTION

11. **APPOINTMENT OF M/S. BSR AND CO., CHARTERED ACCOUNTANTS AS AUDITORS**

The following Resolution was duly proposed by Mr. Shantilal C Shah .and seconded by Mr. Tumuluru Krishnamurthy. as an Ordinary Resolution.

"RESOLVED that M/s B S R and Co., Chartered Accountants bearing registration no. 128510W with the Institute of Chartered Accountants of India, be and are hereby reappointed Auditors of the Company to hold office from the conclusion of this Meeting of the Company until the conclusion of Twenty Sixth Annual General Meeting and that the Board of Directors be and is hereby authorised to fix their remuneration by way of fees and reimbursement of out of pocket expenses."

The resolution thereafter was approved by a majority on show of hands.

SPECIAL BUSINESS

RESOLUTION NO.6: SPECIAL RESOLUTION

12. **AMENDMENT TO THE 'AGRO TECH FOODS LIMITED (ATFL) EMPLOYEE STOCK OPTION PLAN**

The following Resolution was duly proposed by Mr. B Sai Chandra Sekhar and seconded by Mr. Shantilal C Shah as a Special Resolution.

- I. "RESOLVED that approval be and is hereby granted for the amendment to the 'Agro Tech Foods Limited (ATFL) Employee Stock Option Plan.'
- II. "RESOLVED FURTHER that for the purpose of giving effect to the above Resolution, the Board, Remuneration and Nominations Committee or any Committee of the Board by whatever name called, be and is hereby authorised to do all such deeds, matters and things and execute all such deeds documents and writings as it may in its absolute discretion deem necessary and incur expenses in relation thereto."
- III. "RESOLVED FURTHER that shares may be allotted in accordance with the Plan, directly to the employees or through a Trust which may be set up to enable the employees/Trust to acquire, purchase or subscribe to the shares of the Company."



- IV. "RESOLVED FURTHER that the Board, Remuneration and Nominations Committee or any Committee of the Board by whatever name called, be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the implementation of the Plan, including to amend or modify any terms thereof in accordance with and subject to all applicable SEBI guidelines, without being required to seek any further approval or consent of the members."
- V. "RESOLVED FURTHER that the Plan be operated by the Board, Remuneration and Nominations Committee or any Committee of the Board by whatever name called such that the total number of shares granted and outstanding does not exceed 10.0% of the issued and subscribed share capital of the Company."

The resolution thereafter was approved by a majority on show of hands.

RESOLUTION NO.7: SPECIAL RESOLUTION

13. REAPPOINTMENT OF DR. PRADIP GHOSH CHAUDHURI AS A WHOLE-TIME DIRECTOR

The following Resolution was duly proposed by Ms. M Jyothi and seconded by Mr. Wali as a Special Resolution.

"RESOLVED that pursuant to the provisions of Sections 198, 269, 309, 310, 314 read with Schedule XIII thereto and other applicable provisions, if any of the Companies Act, 1956 or any amendment or modification or re-enactment thereof, and subject to such approval or consents including the Central Government as may be necessary or required, the reappointment of Dr. Pradip Ghosh Chaudhuri as a Whole-time Director of the Company, with effect from 26th July, 2012 till 31st July, 2013 or the date of the next Annual General Meeting, whichever is earlier, (both days inclusive) on such remuneration including salary and perquisites as have been set out in the Explanatory Statement attached to the Notice convening this Annual General Meeting, a copy whereof initialed by the Chairman for the purposes of identification is placed before this Meeting, including a variation of such terms in salary and perquisites as approved by the Board on the recommendation of the Remuneration and Nominations Committee and agreed to by Dr. Pradip Ghosh Chaudhuri, be and the same is hereby approved."

RESOLUTION NO.8: SPECIAL RESOLUTION

14. AMENDMENT / APPROVAL FOR PAYMENT OF COMMISSION TO NON-EXECUTIVE INDEPENDENT DIRECTORS

The following Resolution was duly proposed by Mr. M Raghuveer Rao and seconded by Mr. Wali as a Special Resolution.



"RESOLVED that, the Members of the Company had at their Twenty Second Annual General Meeting held on 29th July, 2009 passed a Special Resolution according approval for payment of Commission of up to 1% of the net profits of the Company per annum for a period not exceeding five years with effect from 1st April, 2009 or such date as the Board may approve to the Non-Executive Independent Directors who shall receive individually commission not exceeding Rs.2,50,000/- in a financial year. Subject to such approvals as may be necessary, the Commission payable to the Non-Executive Directors of the Company be increased by 25% to the existing sum being paid as Commission for a further period of 5 years, for each of the financial years of the Company, subject to the ceiling of being within 1% of the net profits of the Company, commencing from 1st April, 2011 as provided under Section 309(4) of the Companies Act, 1956 ('the Act'), and computed in the manner referred to in Section 198 (1) of the Act, or any amendment or modification thereof, in addition to the fee for attending the Meetings of the Board of Directors of the Company or any Committee thereof, to be divided amongst the Directors aforesaid in such manner as the Board may from time to time determine and in default of such determination, equally, provided that none of the Directors aforesaid shall receive individual commission exceeding Rs.3,12,500/- in a financial year."

The resolution thereafter was approved by a majority on show of hands.

RESOLUTION NO.9: SPECIAL RESOLUTION

15. APPROVAL FOR KEEPING THE REGISTER OF MEMBERS, INDEX OF MEMBERS AND OTHER DOCUMENTS AT THE OFFICE OF M/S. KARVY COMPUTERSHARE PRIVATE LIMITED INSTEAD OF SATHGURU MANAGEMENT CONSULTANTS PRIVATE LIMITED.

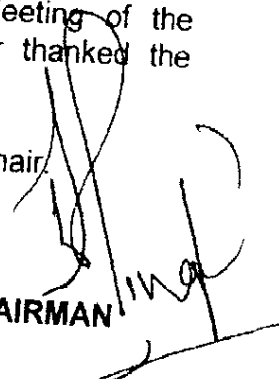
The following Resolution was duly proposed by Mr. Tumuluru Krishna Murthy and seconded by Mr. V N Saravanan as a Special Resolution.

"RESOLVED that pursuant to Section 163 and all other applicable provisions of the Companies Act, 1956 including any statutory modification or re-enactment thereof, hereinafter referred to as the 'Act', consent and approval of the Company be and is hereby accorded for keeping the Register of Members, Index of Members and copies of all information pertaining to Annual Returns in relation to transfers / transmission and Register of Members, etc. prepared under Section 159 and 160 of the Act, together with copies of the certificates and documents required to be annexed thereto under Section 161 of the Act at the office of M/s. Karvy Computershare Private Limited having their office at 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 0081 instead of being kept at the Registered Office of the Company or at the erstwhile Registrar and Share Transfer Agent of the Company, M/s. Sathguru Management Consultants Private Limited, Plot No.15, Hindinagar, Behind Shirdi Sai Baba Temple, Punjagutta, Hyderabad-500034, with effect from such date as may be decided the Board of Directors."



The resolution thereafter was approved by a majority on show of hands.

16. The business before the Twenty Fifth Annual General Meeting of the Company having been transacted, the Chairman thereafter thanked the Members present and declared the Meeting as concluded.
17. The Members thereafter expressed their vote of thanks to the Chair.



CHAIRMAN

AGRO TECH FOODS LIMITED-25/07/2012-SECUNDERABAD Attendance Register			
Regd No	Name	Proxy/Aunt Name	Notes
1001 1201060001567378	Member SRIKANTH JAWAR		1
1002 0055793	Member KAMAL KISHORE JAWAR		1
1003 1205450000173531	Member TARA DEVI		1
1004 IN30051314373406	Member SRIKANTH JAWAR		1
1005 1205450000007701	Member KAMAL KISHORE JAWAR		1
1006 IN30023913454032	Member SONU JAWAR		1
1007 IN30073913169067	Member RADHIKA JAWAR		1
1008 IN30023911608345	Member KAMAL KISHORE JAWAR		1
1009 IN30023912683300	Member SRIKANTH JAWAR		1
1010 IN30023911557289	Member TARA DEVI		1
1011 1601010000250432	Member KAMAL KISHORE JAWAR		1
1012 IN30182010003112	Member PALUKURU VENKATA ANNAPURNA		1
1013 IN30182010214213	Member PALUKURU VENKATA ANNAPURNA		1
1014 IN30102210214730	Member PALUKURU VENKATA BHARATHIA SARMA		1
1015 IN30039411788413	Member PALUKURU VENKATA BHARATHIA SARMA		1
1016 IN30039411788420	Member PALUKURU VENKATA ANNAPURNA		1
1017 IN39047640353462	Member PALUKURU VENKATA BHARATHIA SARMA		1
1018 IN3904764039835	Member PALUKURU VENKATA BHARATHIA SARMA		1
1019 IN39047641005542	Member PALUKURU VENKATA BHARATHIA SARMA		1
1020 IN39047641007509	Member PALUKURU VENKATA ANNAPURNA		1
1021 IN30023930033787	Member SUBBARAO K		1
1022 IN30020102325554	Member KANNIMILLI SUBBARAO		1
1023 IN30286310292387	Member KANNIMILLI SUBBARAO		1
1024 1301440000010171	Member SAROJINI DEVI KANNIMILLI		1
1025 IN30102210546473	Member SHAK AHMED		1
1026 IN30102210546473	Member SHAK AHMED		1
1027 IN3003517003314	Member SHAK AHMED		1
1028 1205140000072416	Member SHAK AHMED		1
1029 0060807	Member R CHANDRA SEKHAR		2
1030 0004404	Member RAVI KIRON P		48
1031 IN30015910212283	Member MOHANDAS V PARYANI		150
1032 IN30075910322427	Member RAJESH M PARYANI		1
1033 1203150000101508	Member RAJESH SHANKER GOILA		1
1034 1203150000101508	Member RAJESH SHANKER GOILA		1
1035 IN30286310167944	Member V SURESHARAVANA		5
1036 120520000001565	Member KELLTON SECURITIES PRIVATE LIMITED		104
1037 1203070000336108	Member TUMBI MULNAP ABUL RAZAK		10
1038 1203070000336108	Member IRFANA BANU NOLUDE TUMBI		2
1039 1203150000052729	Member FAROOK TUMBI MOHAMMED		2
1040 IN30039411655169	Member RAJESH MAANGULURI		1
1041 1301440000011101	Member RAJESH MAANGULURI		1
1042 1205450000015647	Member SHULATH AU KHAN		1
1043 1203200000038469	Member DEVEN NANIVADEKAR		10
1044 1202990001119970	Member SALUJAK		1
1045 IN30273611075894	Member KESARLA VASUDEVA RAO		50
1046 1204720000281930	Member MANOHAR RAO GADALE		1
1047 12030610000174193	Member GADALE MANJU		1
1048 IN30102220208729	Member SHANTHAL C SHAH		1
1049 IN3013121000502	Member SHANTHAL C SHAH		1
1050 IN30102210203367	Member SHANTHAL C SHAH		2
1051 1203040000139395	Member SHANTHAL C SHAH		5
1052 1203040000139395	Member SHANTHAL C SHAH		5
1053 0053392	Member VENKATA RAJUULI		3
1054 IN30102221509666	Member VENKATA RAJUULI		1
1055 120304000066419	Member SYED IMTIYAZ UDDIN		1
1056 IN30102220025529	Member KALISRIJA VIJAYA BHASKAR REDDY		150
1057 0055899	Member INAPURI RAOHA KRISHNA RAO		1
1058 IN30021411247630	Member S BHAKTI KUMAR RAO		22
1059 IN30273610677675	Member T RAMANA RAO		1
1060 IN30273410037595	Member RAMANA RAO TUMMURU		1
1061 IN30039411619216	Member RAJAJA RAO TUMMURU		1
1062 120191010185375	Member RAMAKRISHNA RAO TUMMURU		1
1063 IN30039417301762	Member S VADRA PRAVEENA		1
1064 IN302702111492751	Member S RAMA CHANDRANA RAO		1

1069	1207060000636961	Member	SRIINVASU LAGISETTY	1
1070	1205450000087968	Member	L SRINIVASU.	1
1071	1203810000014790	Member	LAGISETTY SRINIVASU	1
1072	1N30786310025472	Member	L SRINIVASU	1
1073	1N30102220018798	Member	L SRINIVASU	1
1074	1N30786310281425	Member	L SWARNALATHA	1
1075	1205450000083680	Member	L SWARNALATHA	1
1076	1201050001865878	Member	UDAY KUMAR JOSHI	1
1077	1203840000245347	Member	UDAY KUMAR JOSHI	1
1078	1203840000160075	Member	MEGHA JOSHI	1
1079	1205140000088399	Member	UDAY KUMAR JOSHI	1
1080	1N30264911088757	Member	UDAY KUMAR JOSHI	1
1081	1N30267934021714	Member	MEGHA JOSHI	2
1082	1N30290242861236	Member	UDAY KUMAR JOSHI	1
1083	1N300020201783677	Member	ESTHER PRASAD RAO	1
1084	1N30154931849049	Member	ASHWED MOHINDERIN SIDDIQUE	1
1085	00645136	Member	JAY SHREE CHAVDA	6
1086	0051895	Member	PRAFUL CHAVDA	1
1087	0058010	Member	VITHAL CHAVDA	1
1088	1N30739300245717	Member	VITHAL CHAVDA	1
1089	1201090000571837	Member	NITIN KUMAR...	1
1090	1N30051319417427	Member	B SAI CHANDRA SEKHAH RAO	5
1091	1N30286310000108	Member	ZEN SECURITIES LTD-BSE CLIENTS A/C	34
1092	1N30286310000108	Member	ZEN SECURITIES LTD-NSE CLIENTS A/C	25
1093	1203910000005043	Member	SAKETIA FINSTOCK PVT. LTD.	380
1094	1203910000009768	Member	SAKETIA CONSULTANTS LIMITED	10
1095	0061882	Member	ARJUNDAS MENGHRA	455
1096	1N300020201783223	Member	G BALAGANAGHAR ACHARY	2
1097	0055662	Member	MEENA CHABARIA	102
1098	1N30039414936258	Member	B RAO SHAIKAR	200
1099	0003072	Member	VENKATARAMANVAR	100
1100	00449462	Member	OMPRAKASH SISODIA	1
1101	1N30048424892027	Member	UNGAM RATNA KUMAR	1
1102	0036689	Member	ASHOK S	100
1103	1N30160419800481	Member	KRISHNA GOPAL GUPTA	1
1104	1201090000684412	Member	KRISHNA GOPAL GUPTA	1
1105	1203520000073509	Member	KRISHNA GOPAL GUPTA.	2
1106	1203520000031273	Member	SAHITA GUPTA.	1
1107	1N30047641599022	Member	SACHIN GOPAL	1
1108	1302080000042923	Proxy	AAVYA SURABHAI JAIN	37000
1109	1N30036020014601	Proxy	JHUNJHUNWALA RAJESH RODHESHYAM	50000
1110	1N30036020014601	Proxy	JHUNJHUNWALA REKHA RAJESH	728700
1111	1N3010722027442	Member	MAHARAJ BYAS	724559
1112	1N3010722027442	Member	BHAWAR LAL BYAS	152
1113	1N30048410380862	Member	KUSUM SOMJIANYA	16
1114	1N30007011231975	Member	PADMINI KUSAM	50
1115	1N30107220321788	Member	LATA BYAS	10
1116	1N301549318652179	Member	M3 INVESTMENT PRIVATE LIMITED	132
1117	1N3004410725927	Member	PRODUCOTOCOR NARSIMHA RAO	1230363
1118	1N30002011547235	Member	AGRO TECH-ESOP TRUST	975489
1119	1N30039415926096	Member	CAGTECH MAURITIUS LIMITED	300
1120	1N30005410013266	Proxy	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFAI	1261619
1121	1N30005410013266	Proxy	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFO	42463
1122	1301440000009351	Member	BHARAT H SHAH	21354
1123	1N30039411086439	Member	BHARAT H SHAH	4
1124	1N307086310283652	Member	MARNEEN JOTHI	10
1125	1N307086310283652	Member	RAGHUVERR RAO MAARNEEN	1
1126	0041324	Member	RAJ KUMAR KHANDELWAL	1
1127	0041346	Member	SURESH KUMAR KHANDELWAL	1
1128	120447006799796	Member	RAHUL KHANDELWAL	1
1129	12044700668811	Member	OMNARAVANA KHANDELWAL	1
1130	1205450000043115	Member	RAKULJALAR KHANDELWAL	2
1131	1205450000064720	Member	AARTHI KHANDELWAL	1
1132	0061200	Member	RAHUL KHANDELWAL	1
1133	0061201	Member	SUNILARATA	2
1134	0061040	Member	AARTHI KHANDELWAL	1
1135	0061048	Member	RAJ KUMAR KHANDELWAL	1
1136	1201070000010238	Member	RAOPRI VISHAL BAJAJ	1
1137	1203070000110187	Member	RAJ KUMAR BAJAJ	5

