

Tumuluru & Company
Company Secretaries,

'Anasuya'
C-66, Durgabhai Deshmukh Colony
Ahobil Mutr Road
Hyderabad - 500 007 India
Tel : 040 27428904/27427083

26th July, 2018

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 31st Annual General Meeting (AGM) of your Company held on Thursday, 26th July, 2018 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

TUMULURU & COMPANY
COMPANY SECRETARIES

B V Saravana Kumar
B V Saravana Kumar PARTNER
ACS : 26944
CP No. 11727



A



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 31st Annual General Meeting (AGM) of the Company held on Thursday, July 26, 2018 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 Computershare 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 9593 Members who had registered their email-ids with Depositories/ the Company
- By Courier to 5632 Members

3. Cut-off Date:

The Members, whose names appear in the Register of Members/List of Beneficial Owners as on Wednesday the 18th July, 2018 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. 25th April, 2018.

4. Remote E-voting:

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



4.2 Remote e-voting: Remote e-voting platform was open from 9 AM (IST) on Monday, July 23rd, 2018 and ended at 5 PM (IST) on Wednesday, July 25th, 2018 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions 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 holding 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 Agents 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

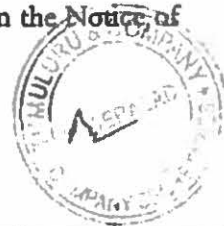
7. Results

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) 34 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 31st AGM dated April 25th, 2018 is enclosed.

As



7.3 Based on the aforesaid results, 8 Ordinary Resolutions as contained in Item No. 1 to 8 of the Notice dated April 25th, 2018, 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.

Witnesses:

1. *S. Shanker*
S. SHANKER REDDY
3-37, THUMKUNTA
SHAMIRPET, MEDCHALL - 500078
TGLANKANA
Thanking you

Yours Truly

For Tumuluru & Company

For TUMULURU & COMPANY
COMPANY SECRETARIES
B V Saravana Kumar

B V Saravana Kumar
ACS: 26944
CP No. 11727



2. *Mohammed Shanoor*
MOHAMMED SHANODR
8-3-228/678/71515
Kannika Nagar
Hyderabad

[Signature]



Item No. 1—Adoption of Audited Financial Statements for the financial year ended 2017-18

	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	28	31	59	3108088	13724133	16832221	99.9996%
No. of votes cast against / Dissent	6	5	11	56	6	62	0.0004%
No. of votes abstained	0	0	0		0	0	0.0000%
Total	34	36	70	3108144	13724139	16832283	100.0000%

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 1 of the AGM Notice of the Company dated April 25, 2018 has been passed with Requisite majority

For Tumuluru & Company
TUMULURU & COMPANY
CHARTERED ACCOUNTANTS
HYDERABAD

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



[Signature]



Date : July 26th, 2018
Place : Hyderabad

Item No. 2 –Declaration of Dividend for the year ended March 31, 2018

	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	33	31	64	3108122	13724133	16832255	99.9998%
No. of votes cast against / Dissent	1	5	6	22	6	28	0.0002%
No. of votes abstained*	0	0	0	0	0	0	0.0000%
Total	34	36	70	3108144	13724139	16832283	100.0000%

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 2 of the AGM Notice of the Company dated April 25th, 2018 has been passed with Requisite majority

For Tumuluru & Company
For TUMULURU & COMPANY
SECRETARY SECRETARIES
B.V. Saravana Kumar

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

Date : July 26th, 2018
Place : Hyderabad



Item No. 3 – Reappointment of Ms. Denise Lynn Dahl who retires 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	24	30	54	3036965	13724132	16761097	99.5771%
No. of votes cast against / Dissent	10	6	16	71179	7	71186	0.4229%
No. of votes abstained	0	0	0	0	0	0	0.0000%
Total	34	36	70	3108144	13724139	16832283	100.0000%

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 3 of the AGM Notice of the Company dated April 25, 2018 has been passed with Requisite majority

For Tumpluru & Company

B.V. Saravana Kumar

B V Saravana Kumar

Partner

M. No. 26944 C P No. 11727

Date : July 26th, 2018

Place : Hyderabad



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

	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	29	30	59	3108108	13724132	16832240	99.9997%
No. of votes cast against / Dissent	5	6	11	36	7	43	0.0003%
No. of votes abstained	0	0	0	0	0	0	0.0000%
Total	34	36	70	3108144	13724139	16832283	100.0000%

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 4 of the AGM Notice of the Company dated April 25, 2018 has been passed with Requisite majority

For Tumulus & Company
For TUMULUS & COMPANY
COMPANY SECRETARIES
B V Saravana Kumar

B V Saravana Kumar PARTNER
Partner
M. No. 26944 C P No. 11727
Date : July 26th, 2018
Place : Hyderabad



Item No. 5 –To appoint Ms. Jill Ann Rahman, as a Director

	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	24	31	55	3036965	13724133	16761098	99.5771%
No. of votes cast against / Dissent	10	5	15	71179	6	71185	0.4229%
No. of votes abstained	0	0	0	0	0	0	0.0000%
Total	34	36	70	3108144	13724139	16832283	100.0000%

Based on the aforesaid results, Ordinary Resolution as contained in Item No.5 of the AGM Notice of the Company dated April 25, 2018 has been passed with Requisite majority

For Tumuluru & Company
SECRETARIES

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



Date : July 26th, 2018
Place : Hyderabad

Item No. 6 –To appoint Mr. Hendrik Gerhardus Myburgh, as a Director

	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	28	32	60	3108088	13724134	16832222	99.9996%
No. of votes cast against / Dissent	6	4	10	56	5	61	0.0004%
No. of votes abstained	0	0	0	0	0	0	0.0000%
Total	34	36	70	3108144	13724139	16832283	100.0000%

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 6 of the AGM Notice of the Company dated April 25, 2018 has been passed with Requisite majority

For Tumuluru & Company
FESTIVAL LANE, COMPANY
B V Saravana Kumar
B V Saravana Kumar

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



Date : July 26th, 2018
Place : Hyderabad

Item No. 7 – Approval of remuneration of M/s. Vajralingam & Co., Cost Accountants as Cost Auditors

	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	29	32	61	3108108	13724134	16832242	99.9998%
No. of votes cast against / Dissent	5	4	9	36	5	41	0.0002%
No. of votes abstained	0	0	0	0	0	0	0.0000%
Total	34	36	70	3108144	13724139	16832283	100.0000%

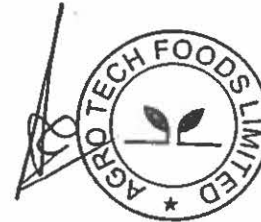
Based on the aforesaid results, Ordinary Resolution as contained in Item No. 7 of the AGM Notice of the Company dated April 25, 2018 has been passed with Requisite majority

For Tumuluru & Company:

B. V. Saravana Kumar
B V Saravana Kumar

Partner

M. No. 26944 C P No. 11727



Date : July 26th, 2018

Place : Hyderabad

Item No. 8 – Approval to delivery document through a particular mode as may be sought by the member at a fee equivalent to the estimated actual expenses of the deliver of the documents

	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	27	31	58	3107788	13724133	16831921	99.9978%
No. of votes cast against / Dissent	7	5	12	356	6	362	0.0022%
No. of votes abstained	0	0	0	0	0	0	0.0000%
Total	34	36	70	3108144	13724139	16832283	100.0000%

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 8 of the AGM Notice of the Company dated April 25, 2018 has been passed with Requisite majority

For Tumuluru & Company
TUMULURU & COMPANY
COMPANY SECRETARIES

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



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Date : July 26th, 2018
Place : Hyderabad