

MINUTES BOOK

Agro Tech Foods Limited

MINUTES OF THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF AGRO TECH FOODS LIMITED HELD ON WEDNESDAY, THE 28TH JULY, 2010 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. NIHAL KAVIRATNE, CBE
MR. SANJAYA KULKARNI
MR. MICHAEL D WALTER
DR. PRADIP GHOSH CHAUDHURI

PRESIDENT : MR. SACHIN GOPAL

COMPANY SECRETARY : MR. PHANI K MANGIPUDI

BY INVITATION : MR. HEMANT KUMAR RUIA
MS. JESAL AGARWAL
MR. KAVISH CHADHA
MR. MV GOPALAKRISHNA
MR. KPN SRINIVAS
MR. TARUN GARG

Details of members and proxy holders present at this meeting is as given in the Annexure.

1. In the absence of the Chairman, Lt. Gen D B Singh took the Chair and introduced the President and the Directors present.
2. The Notice dated 19th May, 2010 convening the Twenty Third Annual General Meeting and the related Explanatory statement and the Directors' Report and Accounts, for the financial year ended 31st March, 2010, 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.

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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 Third Annual General Meeting.
6. Auditors' Report dated 19th May, 2010 on the Accounts of the Company for the financial year ended 31st March, 2010 was read by Mr. Sriram Mahalingam, Partner, BSR & Associates, Chartered Accountants.

ORDINARY BUSINESS

RESOLUTION NO. 1: ORDINARY RESOLUTION

7. ADOPTION OF ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2010

The following Resolution was duly proposed by Mr. Tumuluru Krishna Murty and seconded by Mr. Shaik Ahmed as an Ordinary Resolution.

"RESOLVED that the Balance Sheet of the Company as at 31st March, 2010 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 said that if the Shareholders had any questions to ask about the Company's working during the year under review, Mr. Sachin Gopal, President & CEO 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 prospects and replied suitably to the questions they had made.

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

RESOLUTION NO.2: ORDINARY RESOLUTION

8. TO DECLARE A DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2010

The following Resolution was duly proposed by Mr. V Sukumar and seconded by Mr. L Srinivasu as an Ordinary Resolution.

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'RESOLVED that a Dividend at the rate of 15% i.e. ₹ 1.50 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, 2010 payable on or after 29th July, 2010 to those Members of the Company entitled thereto whose names appear on the Register of Members as on 29th July, 2010

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

RESOLUTION NO.3: ORDINARY RESOLUTION

9. REAPPOINTMENT OF LT. GEN. D.B. SINGH

As the proposed resolution pertained to the re-appointment of, Lt. Gen. D.B. Singh himself as a Director, Mr. Nihal Kaviratne, CBE conducted the proceedings for this item on the Agenda.

The following Resolution was duly proposed by Mr. Ramesh Manguluri and seconded by Mr. Waliur Rahman Sufi Mohammed as an Ordinary Resolution.

"RESOLVED that Lt. Gen D B Singh who retires from the Board in accordance with the provisions of Section 255 of the Companies Act, 1956 read with Article 143 of the Articles of Association of the Company be and is hereby reappointed as a Director of the Company whose period of Office will 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**.

Lt. Gen D B Singh thereafter took the Chair and conducted the rest of the proceedings of the meeting.

RESOLUTION NO.4: ORDINARY RESOLUTION

10. REAPPOINTMENT OF MR. SANJAYA KULKARNI AS DIRECTOR

The following Resolution was duly proposed by Mr. Shaik Ahmed and seconded by Mr. Shujath Ali Khan as an Ordinary Resolution.

"RESOLVED that Mr. Sanjaya Kulkarni who retires from the Board in accordance with the provisions of Section 255 of the Companies Act, 1956 read with Article 143 of the Articles of Association of the Company be and is hereby reappointed as a Director of the Company whose period of Office will be liable to determination by retirement of Directors by rotation."

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

RESOLUTION NO.5: ORDINARY RESOLUTION

11. APPOINTMENT OF M/S. B S R AND CO., CHARTERED ACCOUNTANTS AS AUDITORS

The following Resolution was duly proposed by Mr. Shujath Ali Khan and seconded respectively by Mr. Raghuveer Rao Marneni 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 appointed Auditors of the Company to hold office from the conclusion of this Meeting of the Company until the conclusion of Twenty Fourth 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 was thereafter put to vote and on a show of hands was declared approved by a **Majority**.

SPECIAL BUSINESS

RESOLUTION NO.6: ORDINARY RESOLUTION

12. APPOINTMENT OF MR. GREGORY CARL ESTEP, AS A DIRECTOR

The following Resolution was withdrawn as Mr. Gregory Carl Estep had resigned as a Director and Chairman of the Company effective 19th July, 2010.

RESOLUTION NO.7: ORDINARY RESOLUTION

13. APPOINTMENT OF MR. ALEJANDRO CASTRO, AS A DIRECTOR

The following Resolution was withdrawn as Mr. Alejandro Castro had resigned as a Director of the Company effective 19th July, 2010.

RESOLUTION NO.8: SPECIAL RESOLUTION

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

The following Resolution was duly proposed by Mr. Munaf A Razzak Tumbi and seconded by Mr. Praful Chavda as a Special Resolution.

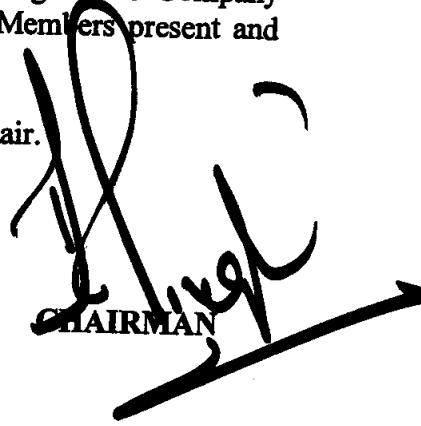
CHAIRMAN'S INITIALS

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"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 29th July, 2010 till 30th July, 2011 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."

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

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


CHAIRMAN

CHAIRMAN'S INITIALS


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AGRO TECH FOODS LIMITED 23rd ANNUAL GENERAL MEETING ATTENDANCE OF SHARE HOLDERS

Sino	Dpid/Folio Ben_No	Name of Shareholder	Shares	Atnd
1	60807	R CHANDRA SEKHER	48	H
2	IN300100 10014183	JHUNJHUNWALA RAKESH RADHESHYAM	96500	H
3	IN300476 41599022	SACHIN GOPAL	37000	H
4	1302080000042920	AJAYA SURAJBHAN JAIN	144500	H
5	IN300360 20014601	JHUNJHUNWALA REKHA RAKESH	849559	H
6	41324	RAJ KUMAR KHANDELWAL	1	H
7	41346	SURESH KUMAR KHANDELWAL	1	H
8	61201	SUMANLATA	1	H
9	61200	RAHUL KHANDELWAL	1	H
10	IN300239 30026072	NAGARAJ R	1	H
11	IN300239 30026103	BHARTHI DEVI R	1	H
12	IN300239 30026089	RAJENDER KUMAR R	1	H
13	IN300239 30026110	SARASWATHI R	1	H
14	IN300239 30026097	KRISHNA KUMARI E	1	H
15	IN300020 10740255	YELLAJOSYLA LAKSHMI KAMESHWARI	10	H
16	1285450000015648	SHUJATH ALI KHAN .	1	H
17	58010	VITHAL CHAVDA	1	H
18	51895	PRAFUL CHAVDA	1	H
19	45198	JAY SHREE CHAVDA	1	H
20	IN300239 12883300	SRIKANTH JHAWAR	1	H
21	55793	KAMAL KISHORE JHAWAR	1	H
22	IN300239 30024577	VITHAL CHAVDA	1	H
23	1601010000250430	KAMAL KISHORE JHAWAR	1	H
24	1205450000007700	KAMAL KISHORE JHAWAR	5	H
25	1205450000173530	TARA DEVI .	1	H
26	1301440000009950	BHARAT H SHAH	4	H
27	45134	LAKSHMAN KUMAR C	1	H
28	34667	KAMESHWAR RAO ELLAJOSYULA	16	H
29	1301240000121840	BRIGHT STAR INVESTMENTS PVT LTD	149500	H
30	IN301549 17607956	ARIES STOCKTRADES PVT LTD	50000	H
31	1301440000010170	SAROJINI DEVI KANUMILLI	1	H
32	1202990001119970'	SAILAJA K	1	H
33	IN300020 10223554	KANUMILLI SUBBA RAO	1	H
34	IN300239 30033787	SUBBARAO K	1	H
35	IN302863 10292387	KANUMILLI SUBBA RAO	1	H
36	IN301022 20447097	E RATNA VALLI	25	H

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37	IN301022	20579095	JANARDAN RAO E	25	H
38	IN301022	10120702	VEERA LAKSHMI .E.	25	H
39	IN301022	20286328	SURYAKANTAM ELLAJOSYULA	25	H
40	IN302236	11075894	KESARLA VASUDEVA RAO	1	H
41	IN300394	14936258	B RAVI SHANKAR	200	H
42	IN302863	10263155	LINGAM RATNA KUMAR	1	H
43	IN300484	12492027	LINGAM RATNA KUMAR	3	H
44	IN300239	11608345	KAMAL KISHORE JHAWAR	1	H
45	IN300513	14373406	SRIKANTH JHAWAR	1	H
46	IN300239	11557289	TARA DEVI	1	H
47	IN300020	11297092	R KAMESWARI	300	P
48	58511		RAKHI	1400	H
49	58128		RAKHI	1000	H
50	IN300476	40270476	MONICA NAGPAL	152	H
51	IN302201	10561698	GADALE MANJU	1	P
52	IN301022	21302758	NEERAJA GUPTA	700	P
53	IN301022	20208729	SHANTILAL C SHAH	2	H
54	12038400000139990		SHANTILAL C SHAH	5	H
55	IN301022	10203367	SHANTILAL C SHAH	5	H
56	IN301313	21000502	SHANTILAL C SHAH	6	H
57	IN300020	10283223	G BALAGANGADHAR ACHARY	2	H
58	52223		MANGALURI RAMESH	1	H
59	1301440000011100		RAMESH MANGULURI .	10	H
60	IN300360	20014183	JHUNJHUNWALA RAKESH RADHESHYAM	957200	H
61	13012400000122450		DAMANI ESTATE AND FINANCE PVT LTD	86800	H
62	IN300020	11547235	AGRO TECH ESOP TRUST	616294	H
63	IN300394	15926090	CAG TECH MAURITIUS LIMITED	11723154	H
64	IN300020	10884734	U SUBHADRA	50	H
65	IN300020	10895155	U PADMARAJU	102	H
66	IN300020	10890644	M GURUNATHA REDDY	1	H
67	58417		DEV KUMAR	100	H
68	IN300054	10013410	EMERGING MARKETS CORE EQUITY		
69	IN300054	10013268	PORTFOLIO	8888	P
70	IN300054	10040054	THE EMERGING MARKETS SMALL CAP SERIES	39674	P
71	IN300054	10022345	DIMENSIONAL EMERGING MARKETS VALUE		
72	IN300054	10013042	FUN	9351	P
73	1203070000010330		ACACIA CONSERVATION FUND LP	10000	P
74	1203070000013290		ACACIA PARTNERS, LP	100000	P
75	12030700000110180		BADRI VISHAL BAJAJ	5	H
76	IN301696	11248766	RAJ KUMARI BAJAJ	5	H
77	49462		RAJ KUMARI BAJAJ	5	H
			GUDIPATI BHANUJYOTHI	25	P
			OMPRAKASH SISODIA	100	H

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78	IN301022 20025529	MUSKULA VIJAYA BHASKAR REDDY	152	H
79	55662	MEENA CHHABRIA	102	H
80	61882	ARJANDAS MENGHRAJ	60	H
81	1203070000084150	RAMESH YERRAWAR	1	H
82	4404	RAVI KIRON P	150	H
83	IN301022 13551958	TUMULURU KRISHNA MURTY	5	H
84	47542	NARAYAN DAS G	100	H
	1203070000057120	IRFANA BANU MUNAF TUMBI	2	H
86	1203150000034900	MUNAF A. RAZZAK TUMBI	1	H
87	1203150000052720	FAROOK TUMBI MOHAMMED	1	H
88	IN300685 10067004	RAKESH JHUNJHUNWALA	100000	H
89	IN301549 18652179	M3 INVESTMENT PRIVATE LIMITED	1230363	H
90	12010900000571830	NITIN KUMAR . .	5	H
91	44723	SUKUMAR V	200	H
92	50075	SUKUMAR V	100	H
93	55210	GIRIJA SHANKER P J	1	H
94	1601720000000400	ITC LIMITED	3264866	H
95	7969	VIJAYALAKSHMI NANDI RAJU	150	H
96	32537	SIDDHARTHA NANDIRAJU	15	H
97	2380	SIDDHARTHA NANDIRAJU	50	H
98	15774	ABDUL RAZACK MOMIN	150	H
99	1203810000014790	LAGISHETTY SRINIVASU	1	H
100	1205140000013920	LAXMI NARAYAN ASAWA	1	H
101	1202330300006480	SHAIK AHMED	2	H
102	56999	INAPURI RADHA KRISHNA RAO	22	H
103	IN302863 10026472	L.SRINIVASU	3	H
104	IN300610 10273126	SHALINI DEEN DAYAL	1	H
105	IN301022 20018798	L SRINIVASU	1	H
106	IN301022 10455825	SHAIK AHMED	1	H
107	IN300351 70023314	SHAIK AHMED	1	H
108	IN301022 10546473	SHAIK AHMED	1	H
109	1204340000047280	WALI UR RAHMAN SUFI MOHAMMAD	1	H
110	41252	PRADEEP KUMAR V	1	H
111	61748	MD WAHEEDUR RAHMAN SUFI	1	H
112	61752	MD AFZALUR RAHMAN SUFI	1	H
113	IN300214 10750106	ASHOK CHAND	1	H
114	IN302734 10037869	NAJMUNNISA BEGUM	1	H
115	IN300020 10213067	NAJMUNNISA BEGUM	1	H
116	1204720000055290	PADMAVATI SONT	7	H
117	1203520000068360	ANWARUR RAHMAN SUFI MOHAMMED	250	H
118	IN302863 10000097	ZEN SECURITIES LTD- NSE CLIENTS A/C	3062	H
119	IN302863 10000108	ZEN SECURITIES LTD-BSE CLIENTS A/C	888	H
120	43636	RAJ MOHAN T	1	H

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121	IN302269 10071047	UPPALA NAGARAJU	1	H
122	IN302863 10162944	Y SURYANARAYANA	104	H
123	IN300214 11798747	PURNACHANDRA RAO VASIRAJU	100	H
124	1203840000260970	A C M VATSAL .	2	H
125	IN302902 43528526	SRIVIDYA ANAND	1	H
126	5500	PADAKANTI ARUN JYOTHI	100	H
127	1201090000684410	KRISHNA GOPAL GUPTHA	1	H
128	IN302679 31079733	RAGHUVeer RAO MARNENI	1	H
129	IN300484 10380862	KUSAM SOWJANYA	50	H
130	IN300484 10036787	KUSAM LAKSHMA REDDY	50	H
131	IN300450 10070434	DEVARAGUDI HANUMANTHAPPA CHETTY	152	H
132	IN301022 20321779	BHARAT BHUSHAN BYAS	168	H
133	IN301022 20321859	VIMALA DEVI BYAS	16	H
134	IN301022 20114013	BHANWAR LAL BYAS	16	H
135	IN301022 20321788	LATA BYAS	152	H
136	53952	VENKATA RAJULU L	1	H
137	1203840000696600	L VENKAT RAJULU .	1	H
138	1203840000668410	SYED IMTIYAZ UDDIN	1	H
139	IN301022 10467739	BHAKT RAM	11	H
140	1203520000001560	KELLTON SECURITIES PRIVATE LIMITED	50	H
141	IN300610 10283189	RAMESH SHANKER GOLLA	1	H
142	1203150000101500	RAMESH SHANKER GOLLA	5	H
143	1203070000027600	SUDHA Y.V.D.S	100	H

TOTAL NO. OF SHARES

19484619

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