

Agro Tech Foods Limited

NOTICE TO MEMBERS

Notice is hereby given that the **Extra Ordinary General Meeting ('EGM')** of the Members of Agro Tech Foods Limited will be held **on Wednesday, 11th December 2024 at 11.00 AM (IST)** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following business:

SPECIAL BUSINESSES:

ITEM NO. 1: ALTERATION IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION:

To consider and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION** with or without modification:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, (including any amendment, modification, variation or re-enactment to any of the foregoing), read with the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased and altered from the existing INR35,00,00,000 (Rupees Thirty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of 10/- each and 10,00,000 (Ten Lakh) preference shares of INR 100/- each to INR 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) equity shares of INR 10/- each by creating additional 1,50,00,000 (One Crore Fifty Lakh) equity shares of INR 10/- each and reclassification of 10,00,000 (Ten Lakh) preference shares of INR 100/- each to equity shares, aggregating to 15,00,00,000 (Rupees Fifteen Crore only), subject to requisite approvals from the members.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following:

- a) *“The Authorised Share capital of the Company is INR 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) Equity Shares of INR 10/- (Rupees Ten) each with the power to the Company to increase or reduce the said capital in accordance with the applicable provisions of Companies Act, 2013 and to issue any part of its capital issued or increased, with or without any preference, priority or special privileges, or subject to any postponement of rights, so that unless the conditions of issue shall otherwise expressly declare, every issue of shares whether expressed to be preference or otherwise shall be subject to the power, herein contained above.*
- b) *The share capital of the Company (whether original, increased or reduced) may be sub-divided, consolidated or divided into such classes of shares as may be allowed under the law for the time being in force relating to Companies with such privileges or rights as may be attached and to be held upon such terms as may be prescribed by the Articles of Association of the Company.”*

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Asheesh Kumar Sharma, Director of the Company, Mr. KPN Srinivas, CFO of the Company and Ms. Jyoti

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Chawla, Company Secretary of the Company, be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

ITEM NO. 2: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTER GROUP

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION** with or without modification:

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013; applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the ‘**SEBI ICDR Regulations**’), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘**Listing Regulations**’), applicable provisions of Foreign Exchange Management Act, 1999, as amended or restated (‘**FEMA**’), and rules, circulars, notifications, regulations and guidelines issued under FEMA, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (‘**MCA**’), BSE Limited (‘**BSE**’) and National Stock Exchange of India Limited (‘**NSE**’) where the shares of the Company are listed (hereinafter jointly referred to as the ‘**Stock Exchanges**’) and/or any other statutory / government / regulatory authority; and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), any other applicable laws made under any of the above mentioned statutes in the form of any other any other rule(s), regulation(s), circular(s), notification(s), guideline(s), order(s) *etc.*, issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof, for the time being in force, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; memorandum and articles of association of the Company; and subject to (a) the approval of the shareholders of the Company by way of a special resolution in accordance with the provisions of the Companies Act, 2013, (b) the approval of the Competition Commission of India, (c) the approval of the Reserve Bank of India, if applicable, and (d) the approval(s), consent(s), permission(s), sanction(s), if any, of the relevant regulatory authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), sanction(s), and which may be agreed to by the Board of Directors of the Company and applicable regulatory authorities; the consent of the Members of the Company be and is hereby accorded to issue and allot, an aggregate of 1,33,27,589 equity shares (‘**Equity Shares**’) of the Company, with each equity share having a face value of ₹ 10/- (Rupee Ten only) each and being fully paid-up, on a preferential allotment basis, based on an issue price of INR 975.5 per Equity Share, in compliance with all applicable laws, including the SEBI ICDR Regulations, in consideration for the acquisition by the Company of 100% of the issued and outstanding equity shares of Del Monte Foods Private Limited (the “**Target Company**”) from the following existing shareholders of the Target

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Company (“Preferential Issue”), i.e., the Preferential Issue is for consideration other than cash, as such term is defined in Regulation 163(3) of the SEBI ICDR Regulations:

Sr. No.	Name of the Proposed Allotees	Category	Maximum number of Equity Shares
1	DMPL India Limited	Public	54,25,096
2	Bharti (SBM) Holdings Private Limited	Public	30,66,167
3	Bharti (RBM) Holdings Private Limited	Public	19,16,355
4	Bharti (RM) Holdings Private Limited	Public	19,16,355
5	Bharti (Satya) Trustees Private Limited (on behalf of Bharti (Satya) Family Trust)	Public	7,66,542
6	Bharti Enterprises Limited	Public	2,37,074
	Total		1,33,27,589

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI ICDR Regulations, the ‘Relevant Date’ for the purpose of calculating the minimum price for the Preferential Issue of Equity Shares is 11th November 2024, being the working day which is 30 days prior to the proposed date of shareholders' meeting (EGM) i.e. 11th December 2024.

RESOLVED FURTHER THAT aforesaid issue and allotment of Equity Shares shall be subject to the following terms and conditions:

- the pre-preferential allotment shareholding of the Proposed Allottee, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- The Equity Shares are being issued for consideration other than cash (i.e. by acquisition of 100% share capital of the Target Company from the Proposed Allotees).
- Equity Shares, being allotted to the Proposed Allotees shall be under lock-in for such period as prescribed under SEBI ICDR Regulations.
- Equity Shares so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, except to the extent and in the manner permitted there under.
- Equity Shares shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members, provided that where the issue and allotment of said Equity Shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or regulatory authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or permission or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or regulatory authorities *etc.*
- The Equity Shares to be issued shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from

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the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

- g) The Equity Shares to be issued shall be listed and traded on BSE and NSE subject to receipt of requisite permissions, sanctions and approvals;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further continuance or approval of the Members

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Companies Act, 2013 and SEBI ICDR Regulations after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Asheesh Kumar Sharma, Director of the Company, Mr. KPN Srinivas, CFO of the Company and Ms. Jyoti Chawla, Company Secretary of the Company, be and are hereby individually and severally authorized to-

- a) Make necessary filings with the Competition Commission of India, Stock Exchanges, regulatory/ government authorities, depositories or any other regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before Competition Commission of India, Stock Exchanges, regulatory/ government authorities, depositories or any other regulatory authorities to give effect to the above resolution;
- b) Modify, vary, finalise, settle and execute all such deeds, agreements, undertakings, bonds, indemnity, guarantees, pleadings and documents and to do all such acts, matters, deeds and things, for and on behalf of the Company, as may be necessary to give effect to the above resolution;
- c) Modify, finalise, settle and register all such agreements, documents, instruments and writings as deemed necessary, including providing of offer letter and any other documents, writings as may be required to give effect to the above resolution;
- d) To appoint valuers, merchant bankers, registrar, depositories, intermediaries, consultants, professional advisors, solicitors, advocates, accountants, monitoring agency, authorised dealer Bank and other expert advisors as may be applicable and to finalise their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies;
- e) To take necessary steps for listing of the Equity Shares on Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Regulations, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing;
- f) To take necessary steps for payment of stamp duty on issue and allotment of Equity Shares, as applicable, in terms of applicable provisions of law; and

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- g) To do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any Director(s), Committee(s), Executive(s), Officer(s), Company Secretary or any other person(s) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

ITEM NO. 3: TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION** with or without modification:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for giving any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, from time to time in one or more tranches, may exceed the aggregate permissible limit i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, provided that the aggregate of such sum or sums of moneys shall not at any time exceed the aggregate limit of INR 2,500 crores.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, all Directors of the Company and Mr. KPN Srinivas, CFO of the Company be and are hereby jointly and severally authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to give corporate guarantee and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments / loans / guarantees / securities made or given or provided by the Company (as the case may be).

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ITEM NO. 4: TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION** with or without modification:

RESOLVED THAT pursuant to the provisions of Section 5 and Section 14 of Companies Act, 2013, Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Companies Act, 2013 primarily based on the Form of Table F under the Companies Act, 2013 along with insertion of entitlement of the promoter of the Company, viz., CAG Tech (Mauritius) Limited to nominate such number of Directors on the Board of Directors of the Company comprising at least 50% (fifty percent) of the total strength of the Board of Directors of the Company, be and is hereby approved and adopted as new set of Articles of Association in place of existing Articles of Association of the Company, subject to requisite approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Asheesh Kumar Sharma, Director of the Company, Mr. KPN Srinivas, CFO of the Company and Ms. Jyoti Chawla, Company Secretary of the Company be and are hereby jointly and severally authorized to do and perform or cause to be done and perform all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the forms and other documents with any regulatory authorities and to settle and finalize all issues that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, without further reference to the Members of the Company."

ITEM NO. 5: TO ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE PROVISION OF COMPANIES ACT, 2013

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION** with or without modification:

RESOLVED THAT pursuant to the provisions of Section 4 and Section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Memorandum of Association pursuant to the Companies Act, 2013 primarily based on the Form of Table A under the Companies Act, 2013 be and is hereby approved and adopted as new set of Memorandum of Association in place of existing Memorandum of Association of the Company, subject to requisite approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Asheesh Kumar Sharma, Director of the Company, Mr. KPN Srinivas, CFO of the Company and Ms. Jyoti

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Chawla, Company Secretary of the Company be and are hereby jointly and severally authorized to do and perform or cause to be done and perform all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the forms and other documents with any regulatory authorities and to settle and finalize all issues that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, without further reference to the Members of the Company."

ITEM NO. 6: APPOINTMENT OF MR. NITISH BAJAJ, (DIN: 10835891) AS THE MANAGING DIRECTOR, DESIGNATED AS 'GROUP MANAGING DIRECTOR' OF THE COMPANY, FOR A TERM OF 5 YEARS COMMENCING FROM NOVEMBER 25, 2024 AND PAYMENT OF REMUNERATION.

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION** with or without modification:

"RESOLVED THAT Mr. Nitish Bajaj, (DIN: 10835891), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company effective November 25, 2024 and who holds office as an Additional Director, up to the date of forthcoming Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 188, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded for the appointment and terms of the appointment including remuneration of Mr. Nitin Bajaj, (DIN: 10835891), as the Managing Director, designated as 'Group Managing Director' of the Company, for a term of five consecutive years commencing from November 25, 2024 upto November 24, 2029, liable to retire by rotation, upon the terms and conditions of appointment and remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and as set out in the explanatory statement attached to this notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and in such manner as may be agreed to between the Board and of Mr. Nitish Bajaj.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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ITEM NO. 7: APPOINTMENT OF DR. OM PRAKASH MANCHANDA (DIN: 02099404) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION** with or without modification:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Dr. Om Prakash Manchanda (DIN: 02099404), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from November 15, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of 5 (Five) years till November 14, 2029, and that he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO 8: CHANGE IN DESIGNATION OF MR. ASHEESH KUMAR SHARMA (DIN: 10602319) FROM MANAGING DIRECTOR AND CEO TO WHOLE-TIME DIRECTOR (DESIGNATED AS 'EXECUTIVE DIRECTOR AND CEO-SUNDROP AND ACT-II BUSINESS' OF THE COMPANY AND PAYMENT OF REMUNERATION

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION** with or without modification:

"RESOLVED THAT in accordance with the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the approval of the Members of the Company be and is hereby accorded to change the designation of Mr. Asheesh Kumar Sharma (DIN: 10602319) from Managing Director and CEO to Whole-time Director designated as "Executive Director and CEO-Sundrop and Act-II business" of the company w.e.f. November 25, 2024, for the remaining period till April 24, 2029, on such terms and conditions as set out in this resolutions and the explanatory statement annexed hereto and payment of such remuneration, as may be determined by the Board or a duly constituted committee thereof, from time to time.

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RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to file relevant forms with the Registrar of Companies and to do all the necessary things, actions, deeds, as may be required, to give effect to this resolution, including issuing certified true copy(ies) thereof.”

By Order of the Board of Directors
For Agro Tech Foods Limited

Place: Gurgaon
Date: 14 November 2024

Sd/
Jyoti Chawla
Company Secretary & Compliance Officer
Membership. No. 20392

Registered Office: 31, Sarojini Devi Road,
Secunderabad-500003, Telangana, India

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NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as “MCA Circulars”) permitted the holding of the Extra Ordinary General Meeting (“EGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the EGM of the Company shall be held through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out the details relating to the Special Businesses to be transacted at the EGM, is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to saravana1015@gmail.com with a copy marked to evoting@kfintech.com
5. M/s. KFin Technologies Limited (KFintech) will be providing facility for voting through remote e-voting, for participation in the EGM through VC/OAVM and e-voting during the EGM.
6. Members may join the EGM through VC/ OAVM by following the procedure which shall be kept open for the Members from 10.45 a.m. i.e. 15 minutes before the time scheduled to start the EGM and the Company may close the window for joining the VC/OAVM 15 minutes after the scheduled time to start the EGM. The detailed instructions for participating in the EGM through VC/OAVM are given separately in this Notice.
7. Members may note that the VC/OAVM provided by KFintech, allows participation of at least 2000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the

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Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the EGM without any restriction on account of first-come-first-served principle.

8. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Shareholders are requested to note that pursuant to SEBI circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) were not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024. Shareholders are requested to update the KYC details by submitting the relevant ISR forms duly filled in along with self-attested supporting proofs. The forms can be downloaded from the website of the company and RTA. KFintech has sent physical letters/e-mail to all the shareholders of the Company holding shares in physical form in this regard on June 28, 2024 requesting them to furnish the required documents/details at the earliest.
10. Brief profile of the Directors proposed to be appointed/reappointed is given towards the end of this Notice pursuant to Regulations 26(4) & 36(3) of the Listing Regulations and Secretarial Standard issued by Institute of Company Secretaries of India. None of the Directors is related to one another.
11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, however, pursuant to SEBI (LODR) (Amendment) Regulations, 2022, w.e.f. January 24, 2022, also the transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/ P/CIR/2022/8 dated January 25, 2022, the Company can issue the securities in dematerialized form only while processing the following service request: i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities certificate; vi. Consolidation of securities certificates/folios; vii. Transmission; viii. Transposition. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, KFintech, for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website: [https:// www.atfoods.com/pdf/other-information/compulsorydematerialisation-of-shares-detailed-procedure.pdf](https://www.atfoods.com/pdf/other-information/compulsorydematerialisation-of-shares-detailed-procedure.pdf)

12. To support the 'Green Initiative', Members who have not yet registered their email addresses are

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requested to register the same with their DPs in case the shares are held by them in electronic form and with Company's Registrars and Transfer Agents, KFintech, in case the shares are held by them in physical form.

13. Members are requested to update and/or intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Company's Registrars and Transfer Agents, KFintech, in case the shares are held by them in physical form. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address/e-mail id or staying abroad or demise of any members as soon as possible. Members are also advised not to leave their Demat Account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
15. Members who have multiple folios in identical names or joint names in the same order are requested to intimate the Registrar and Transfer Agents, KFintech about these folios to enable consolidation of all such shareholdings into one folio.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
17. All the relevant documents, if any, referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of EGM. Members seeking to inspect such documents can send an email to InvestorRedressal@atfoods.com
18. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolution proposed to be passed at EGM by electronic means. The detailed instructions for e-voting are given separately to this Notice.
19. **The remote e-voting period will commence at 9.00 A.M. on Saturday, December 7, 2024 and will end at 5.00 P.M. on Tuesday, December 10, 2024.** The E-Voting module shall be disabled by KFintech for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

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20. Members who have cast their vote by remote e-voting prior to the EGM may also participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again. The Members joining the EGM through VC/OAVM, who have not cast their vote by remote e-voting shall be eligible to vote through e-voting system at the e-EGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
21. The cut-off date for determining the eligibility of shareholders to exercise remote E-voting rights and attendance at EGM is December 3, 2024. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the above-mentioned cut-off date, shall be entitled to avail the facility of remote E-voting or voting at the meeting through electronic mode. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
22. The Company has appointed M/s. Tumuluru & Company, Company Secretaries Firm, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Scrutinizer shall within 2 workings days of conclusion of the EGM, submit his report of the votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing, and the result of the same will be disclosed forthwith. The Company has appointed M/s. KFin Technologies Limited as the Agency for the purpose of facilitating electronic voting.
23. In compliance with the above referred MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, No. SEBI/HO/CFD/CMD2/CIR/P/ 2022/62 dated May 13, 2022, No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 and No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the EGM Notice will also be available on the Company's website www.atfoods.com , websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Company's Registrar and Transfer Agent, KFinTech at <https://evoting.kfintech.com/>
24. For receiving all communication from the Company electronically: a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at InvestorRedressal@atfoods.com or to KFinTech at einward.ris@kfintech.com b) Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant.
25. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views. They can visit <https://emeetings.kfintech.com> and

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login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from 9.00 A.M. on December 5, 2024 to 5.00 P.M. on December 8, 2024. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.

26. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from 9.00 A.M. on December 5, 2024 to 5.00 P.M. on December 8, 2024.

27. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 - ALTERATION IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The current Authorized Capital of the Company is INR 35,00,00,000 (Rupees Thirty-Five crore) and the Paid-up Share Capital of the Company is INR 24,36,92,640 (Rupees Twenty-Four Crore Thirty-Six Lakh Ninety Two Thousand Six Hundred and Forty Only). In order to broaden the Capital Structure of the Company and to enable the Company to issue further shares, the Board of Directors at its meeting held on 14th November, 2024, subject to the approval of the Members, and receipt of such other statutory / regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from existing INR 35,00,00,000 (Rupees Thirty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of 10/- each and 10,00,000 (Ten Lakh) preference shares of 100/- each to INR 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) equity shares of 10/- each by creating additional 1,50,00,000 (One Crore Fifty Lakh) equity shares of 10/- each and reclassification of 10,00,000 (Ten Lakh) preference shares of 100/- each to equity shares, aggregating to INR 15,00,00,000 (Rupees Fifteen Crore only).

The proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Capital Clause of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the Members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch/ email of the EGM Notice till 11th December 2024.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution, except as shareholders of the Company. The Board recommends the Ordinary resolution as set out in Item no. 1 of this notice for the approval of members.

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ITEM NO. 2 - ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTER GROUP

The Board of Directors of the Company, at its meeting held on 14th November 2024, has approved acquisition of (i) 40.71% of the issued and outstanding equity shares of Del Monte Foods Private Limited (“Del Monte”) from DMPL India Limited; and (ii) balance 59.29% of the issued and outstanding equity shares of Del Monte from Bharti Entities (*defined hereinafter*). In consideration for the said of 100% of the issued and outstanding equity shares of Del Monte, the Company in turn, will issue and allot an aggregate of 1,33,27,589 equity shares (‘Equity Shares’) of the Company to DMPL India Limited and Bharti Entities by way of a preferential allotment (*based on separate transaction documents with executed by the Company with: (a) DMPL India Limited; and (b) the Bharti Entities*). The Special Resolution contained in Item No. 2 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 and applicable provisions of SEBI ICDR Regulations, to issue and allot upto 1,33,27,589 equity shares, to the Proposed Allottees (i.e. for consideration other than cash), in consideration for the acquisition of 100% of the issued and outstanding equity shares of Del Monte Foods Private Limited, by way of a preferential allotment. The preferential allotment will be undertaken based on an issue price of Rs. 975.5/- per share which is a price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

Pursuant to the above, Del Monte Foods Private Limited shall become a wholly owned subsidiary of your Company, subject to necessary statutory / regulatory approvals.

The acquisition of Del Monte Foods Private Limited is a significant strategic milestone and adds an established portfolio of food products under your Company’s umbrella, marking a significant step forward in the Company’s growth and expansion plans. Additionally, your Company (through Del Monte Foods Private Limited) will acquire an exclusive, perpetual license for the Del Monte brand in India, ensuring long-term access to this trusted brand for its growing consumer base.

Del Monte Foods Private Limited’s product line-up, including the Italian range, sauces, ketchup, dips and spreads, and beverages, complements your Company’s product portfolio with focus on high-quality, innovative food solutions. The strategic transaction is expected to further enhance your Company’s presence across retail and food services sectors, expanding its reach to traditional retail, modern retail, quick-service restaurants and food services customers.

As part of this transaction, your Company also gains access to Del Monte’s manufacturing and R&D facility in Hosur, Tamil Nadu and in Ludhiana, Punjab. Known for its commitment to product innovation and quality, this state-of-the-art facility will play a key role in supporting your Company’s expansion and the development of new product lines tailored for the Indian consumers.

The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on 14th November 2024.

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At the said meeting, the Board, approved to create, offer, issue and allot, Equity Shares of face value of Rs. 10/- each, fully paid-up of the Company at an issue price of Rs. 975.5/-, as per the SEBI ICDR Regulations, for consideration other than cash (by way of acquisition of 100% of the issued and outstanding equity shares of Del Monte Foods Private Limited), and also has recommended the same to the Members of the Company for their approval, in such manner and upon such terms and conditions as set out herein or other applicable provisions of the law as may be prevailing at the time and / or as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect to the following person:

Sr. No.	Name of the Proposed Allotees	Category	Maximum number of Equity Shares
1	DMPL India Limited	Public	54,25,096
2	Bharti (SBM) Holdings Private Limited	Public	30,66,167
3	Bharti (RBM) Holdings Private Limited	Public	19,16,355
4	Bharti (RM) Holdings Private Limited	Public	19,16,355
5	Bharti (Satya) Trustees Private Limited (on behalf of Bharti (Satya) Family Trust)	Public	7,66,542
6	Bharti Enterprises Limited	Public	2,37,074
	Total		1,33,27,589

Note: Proposed Allotees referred to in Sr. No. 2 to 6 are collectively referred to as 'Bharti Entities'

The Proposed Allotees have also confirmed their eligibility in terms of Regulation 159 of SEBI ICDR Regulations, to subscribe to the Equity Shares to be issued pursuant to the Preferential Issue.

The approval of the members is accordingly being sought by way of passing a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Chapter V of the SEBI ICDR Regulations for Item No. 2 of the Notice.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI ICDR Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under:

I. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made.

The Board of Directors at its meeting held on 14th November 2024, have subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of upto

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1,33,27,589 Equity Shares, at an issue price of Rs. 975.5/- per Equity Share (including a premium of Rs. 965.5/-); for the acquisition of 100% of the issued and outstanding equity shares of Del Monte Foods Private Limited (i.e. consideration other than cash) from the existing shareholders, being DMPL India Limited, Bharti (SBM) Holdings Private Limited, Bharti (RBM) Holdings Private Limited, Bharti (RM) Holdings Private Limited, Bharti (Satya) Trustees Private Limited (on behalf of Bharti (Satya) Family Trust) and Bharti Enterprises Limited.

II. Maximum number of securities to be issued

The resolution set out in the accompanying notice authorizes the Board to issue up to 1,33,27,589 Equity Shares of INR 10/- each, fully paid-up, at a price of Rs. 975.5/-per Equity Share (including a premium of Rs. 965.5/-) on preferential basis for consideration other than cash i.e. swap of Equity shares of Agro Tech Foods Limited for 100% of the issued and outstanding equity shares of Del Monte Foods Private Limited.

III. Basis on which the price has been arrived at and justification for the price (including premium, if any);

1. The issue price for the Preferential Issue of Equity shares, in accordance with SEBI ICDR Regulations is the highest price computed as per 2., 3. and 4. Accordingly, the Fair Value of Equity Shares of Agro Tech Foods Limited is INR. 975.5/- per Equity Share.
2. Computation as per Regulation 164(1) of SEBI ICDR Regulations: The Equity Shares of the Company are listed and are frequently traded on BSE and NSE in terms of the SEBI ICDR Regulations. Hence, the pricing as per Regulation 164 of SEBI ICDR Regulations is Rs. 975.5/- per Equity Share computed basis the following principles:
 - i. Given that the equity shares of the Company are “frequently traded”, in terms of Regulation 164(1) of the SEBI ICDR Regulations, 2018, a minimum issue price of the Equity Shares on preferential issues has to be calculated as the higher of:
 - (a) The 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; and
 - (b) The 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date;
 - ii. The equity shares of the Company are listed on BSE and NSE. The equity shares are frequently traded on NSE & BSE in terms of the SEBI ICDR Regulations. NSE, being the stock exchange with higher trading volumes during the 90 trading days preceding the Relevant Date, has been considered for determining the floor price in i.) above, in accordance with regulation 164 of SEBI ICDR Regulations.
3. The Preferential Issue is proposed to be carried by way of consideration other than cash (i.e., by acquisition of 100% of the equity shares of Del Monte Foods Private Limited); and the proposed allotment to the Proposed Allottees is more than 5% of the post issue fully diluted share capital of

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the Company); accordingly, in terms of Regulation 163(3) read with 166A of SEBI ICDR Regulations, the Company has obtained a valuation report of BDO Valuation Advisory LLP (Registered Valuer Entity), Securities and Financial, Reg No.– IBBI/RV/06/2018/10488, which sets out the price of INR 975.5/- per Equity Share for the Company and price of INR 25.4/- per equity share for Target Company (with the total value of the Target Company at INR 1,300.1 crores). The said valuation report is available on the website of the Company at <https://www.atfoods.com/investors-information.aspx>

4. Further, method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

In view of the above, the Board of the Company decided to issue these Equity Shares to be allotted on a preferential allotment basis to the Proposed Allottee at INR 975.5/- per Equity Share, being the floor price of the Equity Shares computed in accordance with Chapter V of the SEBI ICDR Regulations.

IV. Amount which the company intends to raise by way of such securities.

NA.

Given that the Company is issuing equity shares on a preferential allotment basis for consideration other than cash (i.e. acquisition of 100% of the issued and outstanding equity shares of Del Monte Foods Pacific Limited), there is no set amount which the Company intends to raise by issuing the equity shares on a preferential allotment basis. Based on the value of Del Monte Foods Private Limited certified by BDO Valuation Advisory LLP, a registered valuer, a value of Rs. 1,300.11 crores is attributable to 100% of the issued and outstanding equity shares of Del Monte Foods Private Limited.

V. Relevant Date

In accordance with the provision of Chapter V of the SEBI ICDR Regulations, the 'Relevant Date' for the purpose of calculating the minimum price for the Preferential Issue of Equity Shares, is 11th November 2024, being the working date which is 30 days prior to the proposed date of shareholders' meeting (EGM) i.e. 11th December 2024.

VI. Objects of the Preferential Issue

The proposed issue of Equity Shares to DMPL India Limited, Bharti (SBM) Holdings Private Limited, Bharti (RBM) Holdings Private Limited, Bharti (RM) Holdings Private Limited, Bharti (Satya) Trustees Private Limited (on behalf of Bharti (Satya) Family Trust) and Bharti Enterprises Limited is being made for consideration other than cash for the acquisition of 100% of the issued and outstanding shares of Del Monte Foods Private Limited by the Company. Subject to necessary approvals, Company will acquire 100% stake in Del Monte Foods Private Limited in consideration of which the said Equity Shares are being issued.

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VII. Name and address of valuer who performed valuation.

Name: BDO Valuation Advisory LLP
Reg No. IBBI/RV-E/02/2019/103
Address: The Ruby, Level 9, Northwest Wing,
Senapati Bapat Marg, Dadar (W), Mumbai-400028, India

VIII. Principal terms of Assets charged as securities:

There are no assets of the Company charged for the proposed issue.

IX. Material terms of raising such securities

- a) The Equity Shares are being issued for consideration other than cash.

Allotment:

- b) The Equity Shares to be issued shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- c) The Equity Shares to be issued shall be listed and traded on BSE and NSE subject to receipt of requisite permission(s), sanction(s) and approval(s).
- d) Appropriate approvals is being sought from the Members of the Company by way of special resolution under Section 42 and 62(1)(c) of the Act and Regulation 160 of SEBI ICDR Regulations by way of special resolution through Extra Ordinary General Meeting.

X. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The Equity Shares are being allotted by the Company to the Proposed Allottee for acquisition (100% of the issued and outstanding shares of Del Monte Foods Private Limited. As required under Regulation 163(3) of the SEBI (ICDR) Regulations, 2018, the valuation of Equity Shares of Agro Tech Foods Limited and Del Monte Foods Private Limited has been done by BDO Valuation Advisory LLP, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer to enable the companies to determine the swap ratio of equity shares of both the companies vide report dated 14th November 2024.

XI. The intent of the Promoters, Directors or Key Management Personnel or Senior Management of the issuer to subscribe to the offer:

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None of the existing directors, promoters or key managerial personnel or senior management of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares.

XII. Identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the Proposed Allottee.

Sr. No	Name of the proposed allottee	Category (Pre-issue)	Name of the ultimate beneficial owner	Pre-issue Holding		Number of Equity Shares proposed to be allotted	Post-issue Holding	
				No. of Equity Shares	% of Holdings		No. of Equity Shares	% of Holdings
1	DMPL India Limited	Public	Indirectly owned and controlled by International Holding Company, a company incorporated under the laws of British Virgin Islands and listed on the Singapore Stock Exchange*	NA	NA	54,25,096	54,25,096	14.39%
2	Bharti (SBM) Holdings Private Limited	Public	Mr. Sunil Bharti Mittal	NA	NA	30,66,167	30,66,167	8.13%
3	Bharti (RBM) Holdings Private Limited	Public	Mr. Rajan Bharti Mittal Mrs. Lalita Mittal	NA	NA	19,16,355	19,16,355	5.08%
4	Bharti (RM) Holdings Private Limited	Public	Mrs. Lalita Mittal	NA	NA	19,16,355	19,16,355	5.08%
5	Bharti (Satya) Trustees Private Limited (on behalf of Bharti (Satya) Family Trust)	Public	Mr. Sunil Bharti Mittal Mr. Rajan Bharti Mittal Mr. Rakesh Bharti Mittal	NA	NA	7,66,542	7,66,542	2.03%

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6	Bharti Enterprises Limited	Public	Mr. Sunil Bharti Mittal Mr. Rajan Bharti Mittal Mr. Rakesh Bharti Mittal	NA	NA	2,37,074	2,37,074	0.63%
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*Accordingly, in terms of proviso to Regulation 163(1)(f) of SEBI ICDR Regulations, no further disclosure of ultimate beneficial owners is required.

XIII. The Shareholding Pattern of the issuer before and after the preferential issue.

Sl. No.	Category of Shareholder	Pre-issue (Equity Shares) Refer note (a) below				Post-issue (Equity Shares)	
		No. of Equity shares	% of shareholding	No. of Equity shares (diluted)	% of shareholding (diluted)	No. of Equity shares	% of shareholding
A	Promoters Shareholding:						
1	Indian:						
	Individual						
	Bodies corporates						
2	Foreign	1,26,16,705	51.77	1,26,16,705	51.77	1,26,16,705	33.47
	Sub-total (A)						
B	Public						
1	Institutional investors						
	Domestic	19,36,105	7.94	19,36,105	7.94	19,36,105	5.14
	Foreign	1,94,371	0.80	1,94,371	0.80	1,94,371	0.52
2	Government Holding	-	-	-	-	-	-
3	Non-institution:						
	Individuals (including NRI and Directors and their relatives (excluding	74,28,151	30.49	74,28,151	30.49	74,28,151	19.70

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	<i>Independent Directors and nominee Directors)</i>						
	Investor Education and Protection Fund	2,02,573	0.83	2,02,573	0.83	2,02,573	0.54
	Body Corporate	19,91,359	8.17	19,91,359	8.17	1,53,18,948	40.64
	Others						
	Sub-total (B)						
C	Non-Promoter Non Public						
	Sub-total (C)	0	0	0	0	0	0
	Total (A + B + C)	2,43,69,264	100	2,43,69,264	100	3,76,96,853	100

Notes:

- a) Pre issue shareholding reflects shareholding of the Company as on quarter ending September 2024.

XIV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottee	Current Category	Status post Preferential issue
1	DMPL India Limited	N.A.	Public
2	Bharti (SBM) Holdings Private Limited	N.A.	Public
3	Bharti (RBM) Holdings Private Limited	N.A.	Public
4	Bharti (RM) Holdings Private Limited	N.A.	Public
5	Bharti (Satya) Trustees Private Limited (on behalf of Bharti (Satya) Family Trust)	N.A.	Public
6	Bharti Enterprises Limited	N.A.	Public

XV. Proposed time limit within which the allotment shall be completed:

In terms of SEBI ICDR Regulations, the preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock

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exchange(s) or other concerned authorities. The proposed preferential allotment requires the prior approval of the Competition Commission of India.

XVI. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

No new preferential issue was proposed during the financial year.

XVII. Lock-in Period:

- a. The Equity Shares to be issued to Proposed Allottees shall be locked in as per the applicable provisions of Chapter V of SEBI ICDR Regulations.
- b. Equity Shares so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in as provided under SEBI ICDR Regulations, except to the extent and in the manner permitted there under.
- c. The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XVIII. Undertakings :

- The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange(s) for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- While the Company does not foresee the requirement to re-commutate the pricing of Equity Shares, however it undertakes under Regulation 163(1)(g) of SEBI ICDR Regulations to re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- As per Regulation 163(1)(h) of SEBI ICDR Regulations, if the amount payable on account of the re-computation of price is not paid within the time stipulated, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
- The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.
- The Proposed Allottees do not own any equity shares of the Company prior to the Preferential Issue, hence, the question of the equity shares being held by the Proposed Allottees in the Company in dematerialized form only; does not apply;
- The Proposed Allottees have not sold or transferred any equity shares of the Company during the 90 trading days preceding the relevant date.
- The Company has obtained the Permanent Account Number of the Proposed Allottees.
- None of the Company's Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;

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XIX. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower.

None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

XX. Practicing Company Secretary's Certificate:

The certificate from Mr. Surendra Vyas, a Practicing Company Secretary (PCS No. FCS 9668) of 16th November 2024, certifying that the preferential issue of Equity shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations, has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website *i.e.* <https://www.atfoods.com/investors-information.aspx>. The same shall also be available for inspection by the Members in terms of applicable provisions.

XXI. Dues toward SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchanges or Depositories.

XXII. Change in control, if any, upon preferential issue:

Consequent to the proposed preferential issue of Equity Shares, there shall not be any change in control or change in management of the Company.

However, the percentage of shareholding and voting rights exercised by the Members of the Company will change in accordance with the change in the shareholding pattern, pursuant to the preferential allotment.

XXIII. Listing

The Company will make an application to the Stock Exchanges on which the existing Equity Shares are listed, for listing the Equity Shares proposed to be issued by the Company through this preferential allotment. Such Equity Shares, once allotted, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

XXIV. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

The above preferential allotment is proposed for Non- Promoter (Public Category).

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 2 of this Notice.

ITEM NO. 3 - TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, the Board of Directors of a Company can give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or one hundred per cent (100%) of its free reserves and securities premium account, whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

Keeping in view the future plans of the Company and also Item No. 2 with regards to acquisition of shares of Del Monte Foods Private Limited; to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on 14th November 2024 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for setting up limit upto an aggregate amount of INR 2,500 crores and to give powers to the Board of Directors or any duly constituted committee thereof to that effect under Section 186 of the Companies Act, 2013.

The loan(s), guarantee(s), security (ies) and investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution, except as shareholders of the Company. Therefore, your Board of Directors recommends the special resolution as set out in Item No. 3 of the accompanying notice for the approval of Members.

ITEM NO. 4: TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

The existing Articles of Association (AOA) are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013. The Companies Act, 2013 is now largely in force and substantive sections of the Companies Act, 2013 which deal with the general working of companies stand notified. In order to bring the existing AOA of the Company in line with the provisions of the Companies Act, 2013, Company will have to make numerous changes in the existing AOA, it is therefore considered expedient to wholly replace the existing AOA by a new set of AOA. Further, the new AOA also has an insertion setting out the entitlement of the promoter of the Company, viz., CAG Tech (Mauritius) Limited to nominate such number of Directors on the Board of Directors of the Company comprising at least 50% (fifty percent) of the total strength of the Board of Directors of the Company.

Hence, the Board of Directors in its meeting held on 14th November 2024 decided (subject to the approval of members) to adopt new set of AOA in place of and to the exclusion of existing AOA of the Company.

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A copy of the proposed new set of AOA of the Company would be available for inspection for the Members at the registered office of the Company at 31, Sarojini Devi Road, Secunderabad, Telangana - 500003 during any working day between 11:00 a.m. and 5:00 p.m. and is also available on the website of the Company i.e. <https://www.atfoods.com/investors-information.aspx>

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company. Therefore, your Board of Directors recommends the special resolution as set out in Item No. 4 of the accompanying notice for the approval of Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution, except as shareholders of the Company.

ITEM NO. 5: TO ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE PROVISION OF COMPANIES ACT, 2013

The existing Memorandum of Association (MOA) are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013. The Companies Act, 2013 is now largely in force and substantive sections of the Companies Act, 2013 which deal with the general working of companies stand notified. In order to bring the existing MOA of the Company in line with the provisions of the Companies Act, 2013, Company will have to make numerous changes in the existing MOA, it is therefore considered expedient to wholly replace the existing MOA by a new set of MOA.

Hence, the Board of Directors in its meeting held on 14th November 2024 decided (subject to the approval of members) to adopt new set of MOA in place of and to the exclusion of existing MOA of the Company.

A copy of the proposed new set of MOA of the Company would be available for inspection for the Members at the registered office of the Company at 31, Sarojini Devi Road, Secunderabad, Telangana - 500003 during any working day between 11:00 a.m. and 5:00 p.m. and is also available on the website of the Company i.e. <https://www.atfoods.com/investors-information.aspx>

In terms of Section 13 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Memorandum of Association of the Company. Therefore, your Board of Directors recommends the special resolution as set out in Item No. 5 of the accompanying notice for the approval of Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution, except as shareholders of the Company.

ITEM NO. 6: APPOINTMENT OF MR. NITISH BAJAJ, (DIN: 10835891) AS THE MANAGING DIRECTOR, DESIGNATED AS 'GROUP MANAGING DIRECTOR' OF THE COMPANY, FOR A TERM OF 5 YEARS COMMENCING FROM NOVEMBER 25, 2024 AND PAYMENT OF REMUNERATION.

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Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on November 14, 2024 has appointed Mr. Nitish Bajaj, (DIN: 10835891) as an Additional Director of the Company, effective November 25, 2024, and also as the Managing Director, designated as 'Group Managing Director' effective November 25, 2024, for a term of 5 years until November 24, 2029.

In accordance with Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Nitish Bajaj shall hold office as an Additional Director up to the date of forthcoming Annual General Meeting and is eligible to be appointed as a Director. The Company has received a written notice from a Member, proposing his candidature for the office of Director, in terms of Section 160(1) of the Act, which has been duly reviewed and recommended by the Board of Directors to shareholders for approval.

Furthermore, the appointment of Mr. Nitish Bajaj as a Managing Director, designated as "Group Managing Director," effective November 25, 2024, liable to retire by rotation and the terms and conditions of such appointment, including remuneration, are subject to the approval of the shareholders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

In light of the aforementioned facts and recognizing the valuable experience and expertise that Mr. Nitish Bajaj brings to the Company, the Board recommends the approval of shareholders for appointment of Mr. Nitish Bajaj as a Managing Director, designated as "Group Managing Director" as detailed out in resolution. Specific details regarding his areas of expertise are provided in the Annexure to this Notice. The principal terms and conditions of appointment of Mr. Nitish Bajaj as Group Managing Director, including his remuneration are as follows:

(i) Salary:

Rs. 23,196,122/- per annum with annual increments (which in accordance with the Rules of the Company is 1st July every year) with liberty to the Board of Directors to sanction any further increase up to a maximum of 25% of above-mentioned amount but within the overall maximum limit of remuneration as mentioned hereinafter, as it may in its absolute discretion, determine.

In addition to above, for Financial Year 2024-25, Mr. Bajaj will be receiving a joining bonus of Rs.1 crore.

(ii) Perquisites:

In addition to the aforesaid Salary, Mr. Nitish Bajaj shall be entitled to perquisites like telephone allowance, Driver's salary, Books and Periodicals, leave travel concession for self and family, personal accident insurance, performance linked incentive by whatever name called, etc. in accordance with the Rules of the Company, the monetary value of such perquisites being limited to Rs.15,169,332/- per annum, for the purposes of which limit perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in absence of any such Rule, perquisites shall be evaluated at actual cost.

However, the following shall not be included in the aforesaid perquisite limit:

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- a) Contribution to Provident Fund and Superannuation Fund up to 27% of basic salary and contribution to Gratuity Fund up to 5% of base pay as defined in the Rules of the respective Funds, or up to such other limit as may be prescribed under the Income Tax Act, 1961 and the Rules there under for this purpose.
- b) Gratuity at the rate not exceeding half a month's basic salary for each completed year of service, Gratuity payable at the time of retirement/cessation of service as per "The Payment of Gratuity Act, 1972" and as defined in the Rules of the Gratuity Fund.
- c) Encashment of unavailed leave as per the Rules of the Company at the time of retirement/cessation of service.
- d) Costs and expenses incurred by the Company in connection with transfer from one location to another as per the Rules of the Company.
- e) Reimbursement of expenses incurred for business such as travelling, boarding and lodging provision of car(s) while on business trips and communication expenses incurred for business purpose at residence shall be reimbursed at actuals and not considered as perquisites.

(iii) ESOP (Employee Stock Options Plan): Mr. Nitish Bajaj will be granted Options upto 1.5% of the Company's issued equity shares subject to approval and terms as decided by the NRC and Board from time to time. As such the perquisite value will form part of his total remuneration in the financial year in which he will exercise his employee stock option(s). Moreover, the actual market price of the shares of the Company at which such stock options will be exercised for determining such perquisite value, cannot be determined upfront. Accordingly, the perquisite value of stock option(s) to be granted, vested and exercised in future at the prevailing stock price at that time shall be in addition to the remuneration under (i) and (ii) above.

(iv) Overall maximum limit of remuneration:

The overall managerial remuneration (including all components of remuneration above and value of employee stock options) payable to Mr. Nitish Bajaj shall be such amount as may be fixed by the board of directors from time to time on recommendation of nomination and remuneration committee but not exceeding INR20 Crores per annum.

(v) Minimum Remuneration:

Notwithstanding anything contained herein, in the event of loss or inadequacy of profits in any financial year during the period of three years of his appointment as Managing Director, Mr. Nitish Bajaj shall be entitled to a minimum remuneration as detailed herein above in (i), (ii) & (iii) above (including the remuneration as may be approved by the board of directors of the Company from time to time) but subject to overall maximum limit fixed as above in (iv). The aforementioned remuneration comprising salary, perquisites and benefits approved hereinabove be continued to be paid as minimum remuneration to Mr. Nitish Bajaj as Group Managing Director subject to applicable laws and such other approvals as may be necessary.

Mr. Nitish Bajaj shall be liable to retire by rotation during the currency of his tenure as Group Managing Director. Mr. Nitish Bajaj will not be entitled to any sitting fee for attending Meetings of the Board or of any Committee thereof.

Subject to the superintendence, control and direction of the Board of Directors, Mr. Nitish Bajaj shall manage and conduct the overall business and affairs of the Company and all its group companies. He will be leading the entire business of the Company and of its group and associate companies.

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The aforesaid appointment and remuneration payable to Mr. Nitish Bajaj may be further varied, altered or modified, within the overall maximum limit of remuneration as fixed in (iv) above, as may be agreed to by the Board of Directors and Mr. Nitish Bajaj, in the light of any amendment/modification of the Companies Act or any re-enactment thereof or any other applicable law as prevailing or in such manner as may be required.

Section 197(1) of the Companies Act, 2013 inter alia provides that subject to the provisions of Schedule V to the Companies Act, 2013, a Company may pay to its Directors, including managing director(s), whole-time director and manager, remuneration exceeding 11% of net profits of the Company, after complying with the conditions of Schedule V.

Further, the second proviso to Sub-section (1) of Section 197 inter-alia provides that with the approval of shareholders in the General Meeting by way of special resolution, the remuneration payable to any one managing director; or whole-time director or manager may exceed five percent of the net profits of the company.

Your Directors consider that it would be appropriate and in the interest of the Company to avail of his considerable expertise and to appoint him as Group Managing Director.

Based on the projections, it appears that the remuneration proposed to be payable to Mr. Nitish Bajaj, as determined above may exceed 5% of the net profits of the Company but will be within the overall maximum limit of remuneration as mentioned above. In such a scenario, the remuneration payable to Mr. Nitish Bajaj may exceed the prescribed statutory limit for managerial remuneration under section 197 of Companies Act, 2013. Further, it may be likely that the Company may have a scenario wherein there is inadequacy of profits as per the provisions of the Companies Act during his tenure of appointment as Group Managing Director.

In view of the above, as a matter of abundant caution, pursuant to Schedule V of Companies Act, 2013, that provides the remuneration in excess of the limits for payment of managerial remuneration by Companies in case of loss or inadequacy of profits in any financial year and inter alia, requires members approval for payment of managerial remuneration to the managerial person for a period of not exceeding 3 years by way of special resolution, the shareholders' approval is being sought for payment of remuneration as mentioned in (i), (ii), (iii), (iv) and (v) above as per Section 197, Schedule V of Companies Act, 2013 and other applicable provisions. The Board recommends the resolution for your approval by way of special resolution contained in Item No.6 of the Notice.

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

The information to be provided to the shareholders, as specified in Schedule V to the Companies Act, 2013 are as below:

I. General Information:		
1.	Nature of industry	The Company is a Fast-Moving Consumer Goods (FMCG) Company with focus on food products. The Company manufactures and sells various food products and edible oils to the consumers and institutional consumers.
2.	Date or expected date of commencement of commercial production	The Company was incorporated under Companies Act, 1956 on November 21, 1986.

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3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given indicators	<p>Financial Performance as per audited financial results for the year ended March 31, 2024:</p> <p>Revenue from operations: INR 7,582.33 Million</p> <p>Other Income: INR 18.48 Million</p> <p>Total Expenditure: INR 7,496.78 Million</p> <p>Net Profit before tax: INR 130.84 Million</p> <p>Profit after tax: INR 96.42 Million</p>
5.	Foreign investments or collaborations, if any :	<p>CAG Tech (Mauritius) Limited is the holding Company and Zest holding Investment Limited is the ultimate holding Company holding 51.77% shareholding of the Company. Foreign Portfolio Investors were together holding 0.80% of the equity capital of the Company.</p> <p>The Company has formed 100% wholly owned subsidiaries in Bangladesh and Sri Lanka.</p> <p>There are no other collaborations.</p>
II. Information about the Executive / Managing Director		
1.	Background details	Refer brief profile in Annexure-1
2.	Past remuneration	INR 2.95 Crore P.A. including perquisites & allowances for FY2023-24. This excludes ESOP granted and vested of 173188 shares of Piramal Pharma Limited over FY23 & FY24.
3.	Recognition or awards	Not applicable
4.	Job profile and his suitability	<p>Mr. Nitish Bajaj is entrusted with substantial powers of the management and is responsible for the overall conduct and management of the business and affairs of the Company and of its group companies and associate companies, subject to the superintendence, control and supervision of the Board of Directors of the Company.</p> <p>Mr. Nitish Bajaj has more than 28 years of extensive experience in business and marketing strategy, process restructuring, alternate channel development, innovation, digitization</p>

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		and merger & acquisition in the Consumer Healthcare, FMCG and Auto motive space.
5.	Remuneration proposed	As mentioned above in the statement pursuant to the provisions of Section 102 of the Companies Act, 2013.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointee in other companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial Personnel, if any.	He does not have any other pecuniary relationship with the Company. He is not related to any of the Directors and Key Managerial Personnel of the Company.
III. OTHER INFORMATION:		
1.	Reasons of loss or inadequate profits	<p>The business environment has been increasingly challenging and margins continue to remain under pressure. The rising cost of oils commodity, input cost, labour etc. is seen to be the key challenges.</p> <p>Due to this, the remuneration payable to Mr. Nitish Bajaj may exceed the prescribed limits under Section 197 of the Companies Act, 2013.</p> <p>As a matter of abundant caution, the Board of Directors recommends passing a Special Resolution pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereto.</p>
2.	Steps taken or proposed to be taken for improvement	To address these challenges, the Company has initiated several measures towards achieving organizational and operating efficiencies, diversifying portfolio, alongside working on improvements in process and controls. The approach has been to focus on operating leverage, gaining an enhanced customer base as well as new products and strive for growth.
3.	Expected increase in productivity and profits in measurable terms	The above measure undertaken is expected to yield positive results in the coming years. The

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		Company is expecting growth in revenue and profitability in coming years.
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Details of Mr. Nitish Bajaj are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Interest of Directors

Excepting Mr. Nitish Bajaj, who is interested in his appointment and the remuneration/minimum remuneration payable to him, no other Director, Key Managerial Personnel or their relatives of your Company is concerned or interested in the said Resolution. This may be treated as his memorandum issued pursuant to the provisions of Section 190 of the Companies Act, 2013.

Your Directors consider that it would be appropriate and desirable to appoint him as the Group Managing Director as his experience will be beneficial to the Company. As his appointment and remuneration are subject to compliance with the requirement of Section 188 and other applicable provisions of the Companies Act, 2013, your Directors recommend passing of the Special Resolution set out in the Notice of the Meeting.

ITEM NO. 7: APPOINTMENT OF DR. OM PRAKASH MANCHANDA (DIN: 02099404) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on November 14, 2024, appointed Dr. Om Prakash Manchanda (DIN: 02099404) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of five (5) years with effect from November 15, 2024, to November 14, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/ 2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
- (vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
- (viii) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Agro Tech Foods Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

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The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Based on those attributes, the NRC recommended the candidature of Dr. Om Prakash Manchanda.

In the opinion of the Board, Dr. Om Prakash Manchanda fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that his background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The resolution seeks the approval of members for the appointment of Dr. Om Prakash Manchanda as Non-Executive Independent Director of the Company from November 15, 2024 to November 14, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Dr. Om Prakash Manchanda as Non-Executive Independent Director of the Company, as a special resolution as set out above.

Interest of Directors:

No director, key managerial personnel (KMP) or their relatives except Dr. Om Prakash Manchanda, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 7.

The Board recommends the special resolution as set out in Item no. 7 of this notice for the approval of members.

ITEM NO 8: CHANGE IN DESIGNATION OF MR. ASHEESH KUMAR SHARMA (DIN: 10602319) FROM MANAGING DIRECTOR AND CEO TO WHOLE-TIME DIRECTOR (DESIGNATED AS ‘EXECUTIVE DIRECTOR AND CEO-SUNDROP AND ACT-II BUSINESS’ OF THE COMPANY

Pursuant to Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Nomination and remuneration Committee and Board at its meeting held on November 14, 2024 respectively has given their consent to change the designation of Mr. Asheesh Kumar Sharma from Managing Director & CEO to Whole-time Director designated as ‘Executive Director & CEO (Chief Executive Officer)-Sundrop & Act-II business’ of the Company, for the remaining period till April 24, 2029.

In light of the aforementioned facts, the Board recommends to the shareholders to approve the change in designation of Mr. Asheesh Kumar Sharma from Managing Director & CEO to Whole-time Director

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designated as 'Executive Director & CEO'. The principal terms and conditions of appointment of Mr. Asheesh Kumar Sharma will remain same including his remuneration as follows:

(i) Salary:

Rs. 1,41,37,152/- per annum with annual increments (which in accordance with the Rules of the Company is 1st July every year) with liberty to the Board of Directors to sanction any further increase up to a maximum of 25% of above-mentioned amount but within the overall maximum limit of remuneration as mentioned hereinafter, as it may in its absolute discretion, determine.

(ii) Perquisites:

In addition to the aforesaid Salary, Mr. Asheesh Kumar Sharma shall be entitled to perquisites like medical reimbursement, telephone allowance, Driver's salary, Books and Periodicals, leave travel concession for self and family, personal accident insurance, performance linked incentive by whatever name called, etc. in accordance with the Rules of the Company, the monetary value of such perquisites being limited to Rs.47,10,650/- per annum, for the purposes of which limit perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in absence of any such Rule, perquisites shall be evaluated at actual cost.

However, the following shall not be included in the aforesaid perquisite limit:

- a) Contribution to Provident Fund and Superannuation Fund up to 27% of basic salary and contribution to Gratuity Fund up to 5% of base pay as defined in the Rules of the respective Funds, or up to such other limit as may be prescribed under the Income Tax Act, 1961 and the Rules there under for this purpose.
- b) Gratuity at the rate not exceeding half a month's basic salary for each completed year of service, Gratuity payable at the time of retirement/cessation of service.
- c) Encashment of unavailed leave as per the Rules of the Company at the time of retirement/cessation of service.
- d) Costs and expenses incurred by the Company in connection with transfer from one location to another as per the Rules of the Company.
- e) Reimbursement of expenses incurred for business such as travelling, boarding and lodging provision of car(s) while on business trips and communication expenses incurred for business purpose at residence shall be reimbursed at actuals and not considered as perquisites.

(iii) Overall maximum limit of remuneration:

The overall managerial remuneration payable to Mr. Asheesh Kumar Sharma shall be such amount as may be fixed by the board of directors from time to time on recommendation of nomination and remuneration committee but not exceeding INR 2.80 Crores per annum.

(iv) Minimum Remuneration:

Notwithstanding anything contained herein, in the event of loss or inadequacy of profits in any financial year, Mr. Asheesh Kumar Sharma shall be entitled to a minimum remuneration as detailed herein above in (i) & (ii) (including the remuneration as may be approved by the board of directors of the Company from time to time) but subject to overall maximum limit fixed as above in (iii). The aforementioned remuneration comprising salary, perquisites and benefits approved hereinabove be continued to be paid as minimum remuneration to Mr. Asheesh Kumar Sharma, Whole time Director & CEO, subject to applicable laws and such other approvals as may be necessary.

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Mr. Asheesh Kumar Sharma shall not be liable to retire by rotation during the currency of his tenure as Executive Director & CEO.

Mr. Asheesh Kumar Sharma will not be entitled to any sitting fee for attending Meetings of the Board or of any Committee thereof.

The aforesaid remuneration payable to Mr. Asheesh Kumar Sharma may be further varied, altered or modified, within the overall maximum limit of remuneration as fixed in (iii) above, as may be agreed to by the Board of Directors and Mr. Asheesh Kumar Sharma, in the light of any amendment/modification of the Companies Act or any re-enactment thereof or any other applicable law as prevailing or in such manner as may be required.

Section 197(1) of the Companies Act, 2013 inter alia provides that subject to the provisions of Schedule V to the Companies Act, 2013, a Company may pay to its Directors, including managing director, whole-time director and manager, remuneration exceeding 11% of net profits of the Company, after complying with the conditions of Schedule V.

Further, the second proviso to Sub-section (1) of Section 197 inter-alia provides that with the approval of shareholders in the General Meeting by way of special resolution, the remuneration payable to any one managing director; or whole-time director or manager may exceed five percent of the net profits of the company.

Based on the projections, it appears that the remuneration proposed to be payable to Mr. Asheesh Kumar Sharma, as determined above may exceed 5% of the net profits of the Company but will be within the overall maximum limit of remuneration as mentioned above. Further, it may be likely that the Company may have a scenario wherein there are inadequacy of profits as per the provisions of the Companies Act during his tenure as Whole Time Director designated as Executive Director & CEO. Accordingly, as a matter of abundant caution shareholders' approval is also being sought for payment of remuneration as mentioned in (i), (ii), (iii) and (iv) above as per the provisions of Companies Act, 2013 for a period of 3 years during his designation as Whole Time Director designated as Executive Director & CEO.

Accordingly, it is proposed to seek approval of shareholders by way of Special Resolution.

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

The information to be provided to the shareholders, as specified in Schedule V to the Companies Act, 2013 are as below:

I. General Information:		
1.	Nature of industry	The Company is a Fast-Moving Consumer Goods (FMCG) Company with focus on food products. The Company manufactures and sells various food products and edible oils to the consumers and institutional consumers.

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2.	Date or expected date of commencement of commercial production	The Company was incorporated under Companies Act, 1956 on November 21, 1986.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given indicators	Financial Performance as per audited financial results for the year ended March 31, 2024: Revenue from operations: INR 7,582.33 Million Other Income: INR 18.48 Million Total Expenditure: INR 7,496.78 Million Net Profit before tax: INR 130.84 Million Profit after tax: INR 96.42 Million
5.	Foreign investments or collaborations, if any :	CAG Tech (Mauritius) Limited is the holding Company and Conagra Brands Inc. is the ultimate holding Company holding 51.77% shareholding of the Company. Foreign Portfolio Investors were together holding 7.85 % of the equity capital of the Company. The Company has formed 100% wholly owned subsidiaries in Bangladesh and Sri Lanka. There are no other collaborations.
II. Information about the Executive / Managing Director		
1.	Background details	Refer brief profile in Annexure - 1
2.	Past remuneration	INR1.49 Crore P.A. including perquisites & allowances for FY2023-24. However, this amount does not include the perquisite on the exercise of ESOP.
3.	Recognition or awards	Not applicable
4.	Job profile and his suitability	Mr. Asheesh Kumar Sharma is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. Mr. Asheesh Kumar Sharma's contributions have been instrumental in shaping ATFL's marketing strategies and

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		fostering business growth. He has extensive experience in strategy and initiatives that have cross business impact which includes sustainability, diversity, business policies, sales and customer development, marketing, brand equity and talent development. His expertise and experience in FMCG sector will boost the vision of Best performing Most Respected Foods Company in a long way.
5.	Remuneration proposed	As mentioned above in the statement pursuant to the provisions of Section 102 of the Companies Act, 2013.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointee in other companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial Personnel, if any.	Besides the remuneration, he holds 15092 Shares granted by Company to him under ESOP scheme. He does not have any other pecuniary relationship with the Company. He is not related to any of the Directors and Key Managerial Personnel of the Company
III. OTHER INFORMATION:		
1.	Reasons of loss or inadequate profits	The business environment has been increasingly challenging and margins continue to remain under pressure. The rising cost of oils commodity, input cost, labour etc. is seen to be the key challenges. Due to this, the remuneration payable to Mr. Asheesh Kumar Sharma may exceed the prescribed limits under Section 197 of the Companies Act, 2013. As a matter of abundant caution, the Board of Directors recommends passing a Special Resolution pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereto.
2.	Steps taken or proposed to be taken for improvement	To address these challenges, the Company has initiated several measures towards achieving organizational and operating efficiencies, diversifying portfolio, alongside working on

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		improvements in process and controls. The approach has been to focus on operating leverage, gaining an enhanced customer base as well as new products and strive for growth.
3.	Expected increase in productivity and profits in measurable terms	The above measure undertaken is expected to yield positive results in the coming years. The Company is expecting growth in revenue and profitability in coming years.

Interest of Directors

Except for Mr. Asheesh Kumar Sharma, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 8 of this EGM Notice. The Board recommends the Special resolution set forth in this notice for the approval of Members. A brief profile of Mr. Asheesh Kumar Sharma is enclosed as an “Annexure”.

It is proposed to seek the approval of members of the Company for the Change in Designation of Mr. Asheesh Kumar Sharma from Managing Director & CEO to Whole-time Director designated as ‘Executive Director & CEO’ of the Company in terms of applicable provisions of the Act and rules made thereunder.

By Order of the Board of Directors
For Agro Tech Foods Limited

Place: Gurgaon
Date: 14 November 2024

Sd/-
Jyoti Chawla
Company Secretary & Compliance Officer
Membership No. A-20392

Registered Office: 31, Sarojini Devi Road,
Secunderabad-500003, Telangana, India

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PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. **The remote e-voting period will commence at 9.00 A.M. on Saturday, December 7, 2024 and will end at 5.00 P.M. on Tuesday, December 10, 2024.**
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and e-EGM are explained herein below:
 - Step 1 :** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2 :** Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
 - Step 3 :** Access to join virtual meetings(e-EGM) of the Company on KFin system to participate e-EGM and vote at the EGM.

Details on Step 1 are mentioned below:

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I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode. annua

Type of shareholders	Login Method
<u>Individual Shareholders holding securities in demat mode with NSDL</u>	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
<u>Individual Shareholders holding securities in demat mode with CDSL</u>	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p>

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	<p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
<p><u>Individual Shareholder login through their demat accounts / Website of Depository Participant</u></p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The

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system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Agro Tech Foods Limited- EGM’ and click on “Submit”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate /Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id saravana1015@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.”
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently, Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence Notice of EGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link:
<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to inward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id inward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending Notice of EGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

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III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the EGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the EGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining EGM through VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the EGM. E-voting during the EGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the EGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.
- vii. Facility of joining the EGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- viii. Institutional Members are encouraged to attend and vote at the EGM through VC / OAVM.
- ix. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or write at evoting@kfintech.com or inward.ris@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

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- x. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the EGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

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ANNEXURE 1

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND UNDER SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS

Name & DIN	Mr. Nitish Bajaj (DIN: 10835891)	Dr. Om Prakash Manchanda, (DIN: 02099404)	Mr. Asheesh Kumar Sharma (DIN: 10602319)
Designation	Group Managing Director	Non-Executive and Independent Director	Executive Director & CEO
Date of Birth (Age)	April 9, 1973 (51 years)	August 30, 1965 (59 Years)	June 27, 1970 (54 Years)
Date of appointment	November 25, 2024	November 15, 2024	April 25, 2024
Qualification	Mr. Bajaj holds a Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad; and a Degree in Bachelor of Technology in Metallurgical Engineering from Indian Institute of Technology (BHU).	Dr. Manchanda has done MBA from IIM Ahmedabad. He has also done Advanced Management Program from Harvard Business School. He is a graduate in veterinary sciences from HAU Hisar, Haryana.	Mr. Sharma is a graduate in Science from Jawaharlal Nehru University and holds an MMS from S P Jain Institute of Management and Research.
Brief Profile	<p>Prior to joining Agro Tech, Mr. Bajaj was the CEO of Consumer Products Division, Piramal Pharma Limited, where he was instrumental in scaling the business and building a portfolio of strong Powerbrands through robust consumer communication, channel expansion and innovation pipeline.</p> <p>Prior to joining Piramal, Mr. Bajaj has worked with organizations such as CEAT Tyres, Reckitt Benckiser (India)</p>	<p>Dr. Om Prakash Manchanda, is the Managing Director of Dr. Lal PathLabs Limited. He has successfully led the transformation of Dr. Lal Path Labs from a small business to a professionally run listed Company.</p> <p>In 1990, Dr. Om joined Unilever Group of Companies (now Hindustan Unilever) and worked for HUL for nearly 10 years in various positions. Later, he moved to Monsanto India Limited and Ranbaxy Laboratory Limited.</p>	<p>Mr. Asheesh Kumar Sharma joined ATFL in July 2007 as General Manager – Marketing, and in July 2013, he assumed the role of Vice President-Marketing. Effective April 25, 2024, Asheesh is appointed as the Managing Director & CEO of the Company in April 2024. His contributions have been instrumental in shaping ATFL's marketing strategies and fostering business growth.</p> <p>Prior to joining ATFL, Asheesh served as Marketing Manager –</p>

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	Limited, Ranbaxy Global Consumer Healthcare and Heinz India Private Limited.	Dr. Om Manchanda won prestigious awards of “EY Entrepreneur of the Year” for 2019 in the Healthcare and Life Sciences category. He also received ‘Healthcare Personality of the Year-2020’ award in the FICCI Healthcare Excellence Awards, organized in September 2020.	Fabric & Home Care, Health Care, and Baby Care at Procter & Gamble. Before that, he worked at Gillette, where he held positions as General Sales Manager and Regional Business Manager in Personal Care. Preceding his tenure at Gillette, Asheesh was associated with Marico as well.
Nature of expertise in specific functional area/skills and capabilities	Mr. Nitish Bajaj has more than 28 years of extensive experience in business and marketing strategy, process restructuring, alternate channel development, innovation, digitization and merger & acquisition in the Consumer Healthcare, FMCG and Automotive space.	Mr. Manchanda has a vast experience in Corporate Strategy & Planning, Leadership, Brand Building and General Management.	Mr. Asheesh Kumar Sharma has an accomplished career over more than 20 years in some of the world's leading FMCG companies in India. He has a strong experience and is a pioneer in Sales, Marketing and Business of the FMCG sector.
Directorships in other Companies as on the date of EGM Notice	NIL	1. Dr. Lal PathLabs Limited 2. Dr. Lal Ventures Private Limited 3. Nephrocare Health Services Private Limited 4. Kaya Limited	NIL
Number of Board meetings attended as on the date of EGM Notice	Not Applicable	Not Applicable	4
Chairperson/Membership of the Committee(s) of other Companies as on the date of EGM Notice.	NIL	Dr. Lal PathLabs Limited: 1. Stakeholders Relationship Committee-Member 2. Corporate Social Responsibility Committee-Member	NIL
Listed entities from which the Director has	NIL	NIL	NIL

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resigned in past 3 years			
No. of Shares held in the Company, including shareholding as a beneficial owner	NIL	NIL	15902 equity shares of INR10 each
Disclosure of inter-se relationships between Directors and Key Managerial Personnel	NIL	NIL	NIL