

Agro Tech Foods Limited

29th January, 2025

The Manager,
BSE Limited,
Floor 25, Pheroze Jeejeebhoy Towers, National Stock Exchange of India Limited,
Dalal Street,
Mumbai - 400 001.
Ph. No. 022- 22721233 / 22721234
Fax No. 022-22723121 / 22721072

The Manager,
Listing Department,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051.
Ph. No. 022- 26598100 / 26598101
Fax No. 022-26598237 / 26598238

Codes: BSE Scrip code 500215, Co. code 1311
NSE Symbol ATFL, Series EQ-Rolling Settlement

Dear Sir/Madam,

Sub: **Receipt of In-principle Approval from Stock Exchanges Intimation of receipt of the In-principle approval received from National Stock Exchange of India Limited and BSE Limited for issue of 1,33,27,589 equity shares to non-promoter category on a preferential basis pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“Listing Regulations”)**.

In continuation to our earlier communication dated 14th November 2024, we would like to inform that Agro Tech Foods Limited (“the Company”) has received the In-principle approval, for issue of 1,33,27,589 fully paid-up Equity of the Company having a face value of Rs. 10/- each at a price of Rs. 975.5/- per Equity Share (i.e., a premium of Rs. 965.5/- per Equity share) (‘Preferential Allotment Price’), to the following proposed allottees (non-promoter category) for consideration other than cash (i.e., against the shares of Del Monte Foods Private Limited held by the Proposed Allottees), on a preferential issue basis, from BSE Limited vide its letter LOD/PREF/KD/FIP/1746/2024-25 dated 28th January, 2025 and National Stock Exchange of India Limited vide its letter NSE/LIST/45334 dated 29th January, 2025.

Name of the Proposed Allottee	Number of Equity Shares
DMPL India Limited	54,25,096
Bharti (SBM) Holdings Private Limited	30,66,167
Bharti (RBM) Holdings Private Limited	19,16,355
Bharti (RM) Holdings Private Limited	19,16,355
Bharti (Satya) Trustees Private Limited (on behalf of Bharti (Satya) Family Trust)	7,66,542
Bharti Enterprises Limited	2,37,074

The copies of the In-principle Approval of the BSE Limited and National Stock Exchange of India Limited are enclosed herewith.

We request you to take the above on record.

Thanking you,

Yours faithfully,
For Agro Tech Foods Limited

JYOTI CHAWLA
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl.: As above

Corp. Office: 15th Floor, Tower ‘C’, Bldg # 10, Phase II, DLF Cyber City, Gurgaon-122002. Tel: 91-124-4593700, Fax: 91-124-4593799
Regd. Office: 31, Sarojini Devi Road, Secunderabad – 500 003, India. Tel: 91-40-66650240, Fax: 91-40-27800947 Web: www.atfoods.com
CIN: L15142TG1986PLC006957

LOD/PREF/KD/FIP/1746/2024-25

January 28, 2025

The Company Secretary,
AGRO TECH FOODS LTD.
31 Sarojini Devi Road, Secunderabad,
Telangana, 500003

Dear Sir/Madam,

Re: 'In-principle' approval under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We refer to your application seeking our **"In-principle approval for the issue of 1,33,27,589 equity shares of Rs. 10/- each at a price not less than Rs. 975.5/- each to non-promoters on a preferential basis pursuant to share swap."**

The Exchange hereby grants its 'in-principle' approval for the aforesaid issue. This 'in-principle' approval should not be construed as our approval for listing of aforesaid security, and you are required to duly and separately comply with the requirements in respect thereof.

You are advised to ensure that the issue and allotment of securities is strictly in accordance with the provisions of the Companies Act, 2013, Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 including the Rules, Regulations, Guidelines, etc. made there under, Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (LODR Regulations) and the Listing Agreement signed with us. In addition, you shall also obtain such statutory and other approvals as are required for the purpose.

Further, the company is advised to strengthen internal controls (to monitor trades being executed by the proposed allottees in the scrip of the company) before allotment of securities in order to avoid any non-compliances in respect of trades being executed by the allottees in contravention to provisions of Chapter V of SEBI (ICDR) Regulations. In this regard,

- Company is advised to obtain an undertaking from the allottee(s) confirming that they shall not do intra-day trading in the scrip of the company or any sale in the scrip of the company till the allotment date of the security as required under SEBI (ICDR) Regulations.
- The company may note that the responsibility/onus is solely on the Issuer company to verify the above (a) and ensure compliance with applicable provisions including Regulation 167(6) of SEBI ICDR regulations, 2018.
- The company may also note that any non-compliances, if observed by the exchanges post the undertaking and verification by the Issuer company may impact the listing of such shares.

On allotment of securities pursuant to this 'in principle' approval you are required to make a listing application without delay, with applicable fees, in terms of Regulation 14 of the LODR Regulations and comply with the post issue formalities. Listing application and the checklist for post issue listing formalities can be downloaded from the link: <https://www.bseindia.com/static/about/downloads.aspx>. Further, it should be noted by Depositories and the Company that in case of allotment of Convertible Securities, there would be automatic release of excess lock-in period of Pre-Preferential Holding of allottees by Depositories in compliance with SEBI(ICDR) Regulations,2018 without requirement of any NOC by the Exchange.



In addition to above, the company should note that as per Schedule XIX – Para (2) of ICDR Regulations and as specified in SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, “the issuer or the issuing company, as the case may be, shall, make an application for listing, **within twenty days** from the date of allotment, to one or more recognized stock exchange(s)” along with the documents specified by stock exchange(s) from time to time. Any Non-compliance with the above requirement will attract, the fine as mentioned in SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. The Exchange reserves its right to withdraw this ‘in-principle’ approval at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or if it contravenes any Rules, Bye-laws and Regulations of the Exchange, LODR Regulations, ICDR Regulations and Guidelines/ Regulations issued by any statutory authorities etc.

Yours faithfully,



Sabah Vaze
Senior Manager



Kirti Deshpande
Deputy Manager

Ref: NSE/LIST/45334

January 29, 2025

The Company Secretary
Agro Tech Foods Limited

Dear Madam/Sir,

Sub: In - Principle approval under Regulation 28(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We are in receipt of your application regarding In-principle approval for issue of 1,33,27,589 Equity shares of Rs. 10/- each under Preferential Issue in terms of Regulation 28(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. In this regard, the Exchange is pleased to grant in-principle approval for the said issue subject to the Company fulfilling the following conditions:

1. Filing the listing application at the earliest from the date of allotment.
2. Receipt of statutory and other approvals and compliance of guidelines/regulations issued by the statutory authorities including SEBI, RBI, MCA, etc.
3. Compliance with all the applicable guidelines, regulations, directions of the Exchange or any statutory authorities as on the date of listing application.
4. Compliance of all conditions as per the SEBI (LODR) Regulations, 2015 as on date of listing, Companies Act, 1956 / Companies Act, 2013 and other applicable laws.
5. Submissions of documents as may be required by NSE and payment of applicable fees.

Further, the company is advised to strengthen internal controls (to monitor trades being executed by the proposed allottees in the scrip of the company) before allotment of securities in order to avoid any non-compliances in respect of trades being executed by the allottees in contravention of provisions of Chapter V of SEBI (ICDR) Regulations. In this regard,

- a) **Company is advised to obtain an undertaking from the allottee(s) confirming that they shall not do intra-day trading in the scrip of the company or any sale in the scrip of the company till the allotment date of the security as required under SEBI (ICDR) Regulations.**
- b) **The company may note that the responsibility/onus is solely on the Issuer company to verify the above (a) and ensure compliance with applicable provisions including Regulation 167(6) of SEBI ICDR regulations, 2018.**
- c) **The company may also note that any non-compliances, if observed by the exchanges post the undertaking and verification by the Issuer company may impact the listing of such shares.**

“Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.”

This Document is Digitally Signed



Signer: KHYATI NANDAN VIDWANS
Date: Wed, Jan 29, 2025 13:14:49 IST
Location: NSE

The Exchange reserves its right to withdraw its in-principle approval at a later stage if the information submitted to the Exchange is found to be incomplete/incorrect/misleading/false or in contravention of any Rules, Bye-laws and Regulations of the Exchange, SEBI (LODR) Regulations, 2015, Guidelines/ Regulations issued by statutory authorities, etc.

Yours faithfully,
For National Stock Exchange of India Limited

Khyati Vidwans
Senior Manager

Cc:
National Securities Depository Limited
Central Depository Services Limited

*P.S. Checklist of all the further issues is available on website of the exchange at the following URL:
<https://www.nseindia.com/companies-listing/raising-capital-further-issuesmain-sme-checklist>*

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Signer: KHYATI NANDAN VIDWANS
Date: Wed, Jan 29, 2025 13:14:49 IST
Location: NSE