

Agro Tech Foods Limited

22nd March, 2019

The Secretary,
BSE Limited,
Floor 25, Pheroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Ph. No. 022- 22721233 / 22721234
Fax No. 022-22723121 / 22721072

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

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

Dear Sirs,

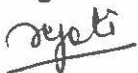
Sub: **Postal Ballot Results pursuant to Regulation 44 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Report of Scrutinizer**

We enclose herewith the Postal Ballot Results pursuant to Regulation 44 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 along with the Report of Scrutinizer.

You are requested to take this on record.

Thanking you,

Yours faithfully,
For Agro Tech Foods Limited



JYOTI CHAWLA
COMPANY SECRETARY & COMPLIANCE OFFICER



Enclosures:

1. Voting Results
2. Scrutinizer's Report

ATFL an affiliate of
ConAgra
Foods
Food you love

Company Name	AGRO TECH FOODS LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	15922
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Dyab



Resolution required: (Ordinary/ Special)	SPECIAL - Approval for continuation of Directorship of Lt. Gen D.B. Singh as Non-Executive Independent Director, who has already attained the age of 75 years, from April 1, 2019 for the remaining period of his current tenure, i.e. till July, 2019							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12616619	0	0.0000	00	0	0.0000	0.0000
	Poll	12616619	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	12616619	12616619	100.0000	12616619	0	100.0000	0.0000
Public- Institutions	E-Voting	3055403	755219	24.7175	75646	679573	10.0164	89.9835
	Poll	3055403	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3055403	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	8697242	2795840	32.1463	2795794	46	99.9983	0.0016
	Poll	8697242	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8697242	51151	0.5881	50279	872	98.2952	1.7047
Total		24369264	16218829	66.5544	15538338	680491	95.8043	4.1957

Resolution required: (Ordinary/ Special)	SPECIAL - Approval for continuation of Directorship of Mr. Arun Bewoor as Non-Executive Independent Director, who has already attained the age of 75 years, from April 1, 2019 for the remaining period of his current tenure, i.e. till July, 2019							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12616619	0	0.0000	00	0	0.0000	0.0000
	Poll	12616619	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	12616619	12616619	100.0000	12616619	0	100.0000	0.0000
Public- Institutions	E-Voting	3055403	755219	24.7175	755219	0	100.0000	0.0000
	Poll	3055403	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3055403	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	8697242	2795841	32.1463	2795795	46	99.9983	0.0016
	Poll	8697242	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8697242	66149	0.7606	65777	372	99.4376	0.5623
Total		24369264	16233828	66.6160	16233410	418	99.9974	0.0026



Dyab

B V Saravana Kumar
M. com, ACS, LLB
Partner

"ANASUYA"
C-66 DURGABHAI DESHMUKH COLONY
AHOBIL MUTT RD, HYDERABAD-500 007 TELANGANA

TUMULURU & COMPANY
COMPANY SECRETARIES

TELE: 040-27428904,
Mobile: 09989314279
Email: saravana1015@gmail.com

SCRUTINIZER REPORT

(Pursuant to Section 110 of the Companies Act, 2013 and rule 22 of Companies (Management and Administration) Rules, 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules 2015 to the extent applicable)

To,
The Chairman,
Agro Tech Foods Limited
CIN: L15142TG1986PLC006957
31 Sarojini Devi Road
Secunderabad, Telangana – 500003.

Dear Sirs

Sub : Scrutinizer's Report on Postal Ballot and e-voting conducted in pursuant to the provisions of Section 110 of the Companies Act, 2013 ("The Act") and Rule 22 of Companies (Management and Administration) Rules, 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules 2015 to the extent applicable)

1. Appointment as Scrutinizer:

I, B V Saravana Kumar, Practicing Company Secretary, was appointed as a Scrutinizer by the Board of Directors of Agro Tech Foods Limited ("the Company") in the Board Meeting held on 22nd January, 2019 pursuant to Section 110 of the Companies Act, 2013 and rule 22 of Companies (Management and Administration) Rules, 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules 2015 to the extent applicable), for the purpose of Scrutinizing the e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot as per the provisions of Companies Act, 2013 in respect to the below mentioned Special Resolutions.

- Approval for continuation of Directorship of Lt. Gen D.B. Singh as Non-Executive Independent Director, who has already attained the age of 75 years, from April 1, 2019 for the remaining period of his current tenure, i.e. till July, 2019.



- b) Approval for continuation of Directorship of Mr. Arun Bewoor as Non-Executive Independent Director, who has already attained the age of 75 years, from April 1, 2019 for the remaining period of his current tenure, i.e. till July, 2019

We further submit our report as under.

- 1) The Company has completed the dispatch of Postal Ballot papers, through Courier, Registered Post and Airmail as the case may be, along with postage prepaid business reply envelope to its members on 16th February, 2019. The Company has also completed the dispatch of Postal Ballots through E-mail, wherever applicable, with a request for E-voting on 16th February, 2019.
- 2) The particulars of all the Postal Ballot papers as well as E-voting communications received from the Members have been entered in a Register, Separately maintained for the purpose.
- 3) The Postal Ballot Forms were kept under my safe custody in sealed and tampered proof ballot box before commencing the scrutiny of such Postal Ballot Papers.
- 4) The Postal Ballot Forms were received upto 17.00 hours on 20th March, 2019 (the last day fixed by the Company for receipt of the forms) through self-addressed business reply envelopes.
- 5) The E-voting period remained open from 9.00 A.M. on 19th February, 2019 (Tuesday) to 5.00 P. M. on 20th March, 2019 (Wednesday).
- 6) The Shareholders holding shares either in physical form or Dematerialized form as on the "cut off" date i.e Friday the 8th day of February, 2019 were entitled to vote either electronically or through Postal Ballot on the proposed resolutions as set out in the Notice of Postal Ballot dated 22nd January, 2019.
- 7) The Votes (both through e-voting and Postal Ballot) were unblocked at 5.15 P.M. on 20th March, 2019 in the presence of two witnesses, Ms. M Krishna Gayathri # F. No. 102, Surya Kiran Complex, S D Road, Secunderabad – 500 003 and Mr. V Raghavendra # F. No. 102, Surya Kiran Complex, S D Road, Secunderabad – 500 003 who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature : M.K. Gayathri
Name : M. Krishna Gayathri

Signature : 
Name : V Raghavendra

- 8) Thereafter, the details, containing, inter-alia list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of <https://evoting.karvy.com>.
- 9) I did not find any defaced or mutilated Ballot Paper.
- 10) The results of the Postal Ballot and e-voting are as under:







Consolidated Results

Item No. 1 – Approval for continuation of Directorship of Lt. Gen D.B. Singh as Non-Executive Independent Director, who has already attained the age of 75 years, from April 1, 2019 for the remaining period of his current tenure, i.e. till July, 2019

	Number of Members / Proxies			Number of votes contained in			% of total votes casted
	Remote E-voting Members Only)	Postal Ballot	Total	Remote E-voting (Members Only)	Postal Ballot	Total	
No. of votes cast in favour/ Assent	31	66	97	2871440	12666898	15538338	95.8043%
No. of votes cast against / Dissent	7	6	13	679619	872	680491	4.1957%
No. of votes abstained*	NIL	1	1	NIL	15000	15000	0.0000%
Total	38	73	111	3551059	12667770	16218829	100.00%

* The Shareholder holding 15000 Shares did not cast his vote in physical Postal Ballot form for the resolution No.1, hence his shares are not included in the total column

Based on the aforesaid results, Special resolution as contained in Item No. 1 of the Postal Ballot Notice of the Company dated January 22nd, 2019 has been passed with Requisite majority




Consolidated Results

Item No. 2 – Approval for continuation of Directorship of Mr. Arun Bewoor as Non-Executive Independent Director, who has already attained the age of 75 years, from April 1, 2019 for the remaining period of his current tenure, i.e. till July, 2019

	Number of Members / Proxies			Number of votes contained in			% of total votes casted
	Remote E-voting (Members Only)	Postal Ballot	Total	Remote voting (Members Only)	E-Postal Ballot	Total	
No. of votes cast in favour/ Assent	33	67	100	3551014	12682396	16233410	99.9974%
No. of votes cast against / Dissent	6	5	11	46	372	418	0.0026%
No. of votes abstained*	NIL	1	1	NIL	2	2	0.0000%
Total	39	73	112	3551060	12682768	16233828	100.00%

* The Shareholder holding 2 Shares did not cast his vote in physical Postal Ballot form for the resolution No. 2, hence his shares are not included in the total column

Based on the aforesaid results, Special resolution as contained in Item No. 2 of the Postal Ballot Notice of the Company dated January 22nd, 2019 has been passed with Requisite majority

7. The details containing the list of equity Shareholders who voted "for", "Against" and those whose votes were declared invalid for the resolution along with the postal ballot forms and all other relevant records were sealed and will be handed over to the Company Secretary/Director authorized by the Board for safe keeping

Thanking You
Yours Faithfully

For Tumuluru & Company
Company Secretaries

For TUMULURU & COMPANY
COMPANY SECRETARIES



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

Date: March 22nd, 2019.
Place: Hyderabad

