

## Agro Tech Foods Limited

18<sup>th</sup> February, 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

Dear Sirs,

Sub: Notice of Postal Ballot  
Ref: BSE-500215/NSE-ATFL

Pursuant to Regulation 30 and Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the Notice of Postal Ballot and Postal Ballot Form sent to the shareholders for seeking their approval by way of Special Resolution for the following items:

- a) 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 also wish to inform you that the Company is providing remote e-voting facility to its members for the business to be transacted through postal ballot. The e-voting period commences from Tuesday, 19th February, 2019 at 9.00 AM (IST) and ends on Wednesday 20th March, 2019 at 5.00 PM (IST).

Thanking you,

Yours faithfully,  
For Agro Tech Foods Limited

  
JYOTI CHAWLA  
COMPANY SECRETARY



Encl. a/a.

ATFL an affiliate of  
**ConAgra**  
**Foods**  
Food you love



## Agro Tech Foods Limited

CIN: L15142TG1986PLC006957

Regd. Office: 31, Sarojini Devi Road, Secunderabad – 500 003, India.

Tel: 91-40-66650240, Fax: 91-40-27800947

E-mail: InvestorRedressal@atfoods.com | Web: www.atfoods.com

### POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolutions appended below are proposed to be passed by the Members through postal ballot / electronic voting (e-voting).

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.
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.

The draft of the Resolutions together with the explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Companies Act, 2013, setting out the material facts concerning the proposed items of special business and the reasons thereof is enclosed hereto with Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Tumuluru Krishna Murthy or failing him Mr. B.V. Saravana Kumar, Partners of M/s. Tumuluru & Company, Company Secretaries Firm, as the Scrutinizer (s) ('Scrutinizer') for conducting the postal ballot / e-voting process in a fair and transparent manner.

**The voting period will start from 9 am on Tuesday, February 19, 2019 to Wednesday, 5 pm on March 20, 2019.**

Date: January 22, 2019

Place: Gurgaon

By Order of the Board

**Jyoti Chawla**

Company Secretary

#### Notes:

1. Members have the option to vote either physically through Postal Ballot Form or through e-voting.
2. Please read carefully the Instructions enumerated in the Notes and Instructions to this Postal Ballot Notice and return the Postal Ballot Form duly completed in all respects with the assent (for) or dissent (against), in the enclosed self-addressed Business Reply Envelope (for which postage will be borne and paid by the Company), so as to reach the Scrutinizer on or before the closing of Working Hours i.e. 5.00 p. m. on Wednesday, March 20, 2019.
3. Members may note that as required under the provisions of Section 108, 110 and other applicable provisions, if any, of the Act and the rules as applicable in that regard and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company has engaged the services of Karvy Fintech Private Limited to provide e-voting facility to the Members of the Company. Accordingly, the Company is also providing remote e-voting facility as an alternate, which would enable Members to cast votes electronically, instead of returning Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the Notes and Instructions to this Notice.
4. A special resolution to be considered as duly passed must receive not less than three fourth of the total votes cast in favour of the resolution. Such votes may be cast by physical ballot or through remote e-voting.
5. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company and any other recipient of this Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the e-voting facility are given separately.
6. The Scrutinizer will submit his report to the Chairman/ Managing Director of the Company after completion of the scrutiny of the Postal Ballot(s) as well as e-voting and the result of the voting by Postal Ballot will be announced on or before Friday, March 22, 2019, by the Chairman or Managing Director of the Company. The Results will be displayed on the notice board of the company at its registered office and be uploaded on the website of the Company www.atfoods.com and will be intimated to the Stock Exchanges on which the Company's shares are listed. The Resolutions, if approved, will be taken as passed effectively on the last day of receipt of Postal Ballot Form or e-voting i.e. March 20, 2019.

#### Special Business (es):

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.**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 dated May 9, 2018 effective April 1, 2019, approval of the members be and is hereby accorded for continuation of Directorship of Lt. Gen D.B.Singh, who has already attained the age of 75 years, as Non-Executive Independent Director from April 1, 2019 till the completion of his present tenure, i.e. till July, 2019."

"RESOLVED FURTHER THAT Mr. Sachin Gopal, Managing Director or Ms. Jyoti Chawla, Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be proper or necessary to give effect to this resolution."

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.**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

## Agro Tech Foods Limited

read with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 dated May 9, 2018 effective April 1, 2019, approval of the members be and is hereby accorded for continuation of Directorship of Mr. Arun Bewoor, who has already attained the age of 75 years, as Non-Executive Independent Director from April 1, 2019 till the completion of his present tenure, i.e. till July, 2019."

"RESOLVED FURTHER THAT Mr. Sachin Gopal, Managing Director or Ms. Jyoti Chawla, Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be proper or necessary to give effect to this resolution."

By Order of the Board

Date: January 22, 2019  
Place: Gurgaon

**Jyoti Chawla**  
Company Secretary

### **Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013**

#### **Item No. 1**

Based on the Report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, the Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"], vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in the Official Gazette on 9th May 2018. Save as otherwise specifically provided for in these regulations, they shall come into force from 1st April 2019. According to the new Regulation 17(IA) of the Listing Regulations, a person who has attained the age of seventy-five (75) years can continue directorship in a listed company as a non-executive director only after the concerned listed company has taken the approval of its shareholders (members) by way of a special resolution. The said provision comes into effect from 1st April 2019.

Lt. Gen D.B. Singh, (DIN 00239637) is a Non-Executive Independent Director of the Company and has already attained the age of seventy-five (75) years and is currently 77 years old. Accordingly his continuation of Directorship as a Non-Executive Independent Director, with effect from April 1, 2019 till the expiry of his current tenure requires the approval of members by way of a special resolution.

Lt. Gen D.B. Singh was appointed as a non-executive and Independent Director by the shareholders' at the 27th Annual General Meeting held on July 17, 2014, for a consecutive term of five years till July 2019, not liable to retire by rotation.

Lt. Gen D.B. Singh joined the Board of Agro Tech Foods Limited in March 2002. He is also the Chairman of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee. Lieutenant General D B Singh, PVSM, AVSM is a retired General Officer of the Indian Army. He was commissioned through the prestigious National Defence Academy and rose to virtually the senior-most rank in the Army. He is a qualified engineer with management skills. Lt. Gen Singh has held multifarious assignments in the Indian Army. He is a graduate of the Defence Services Staff College and the National Defence College. He was awarded the prestigious awards of Param Vishisht Sewa Medal (PVSM) and Ati Vishisht Sewa Medal (AVSM) by the President of India for exemplary service. After retirement from Defence Services on 31st May 2001, he was President of an engineering concern manufacturing EOT cranes and construction equipment for two and half years. The General is presently engaged in consultancy services on re-structuring logistics and engineering support.

#### **Item No. 2**

Based on the Report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, the Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"], vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in the Official Gazette on 9th May 2018. Save as otherwise specifically provided for in these regulations, they shall come into force from 1st April 2019. According to the new Regulation 17(IA) of the Listing Regulations, a person who has attained the age of seventy-five (75) years can continue directorship in a listed company as a non-executive director only after the concerned listed company has taken the approval of its shareholders (members) by way of a special resolution. The said provision comes into effect from 1st April 2019.

Mr. Arun Bewoor, (DIN 00024276) is a Non-Executive Independent Director of the Company and has already attained the age of seventy-five (75) years and is currently 76 years old. Accordingly his continuation of Directorship as a Non-Executive Independent Director, with effect from April 1, 2019 till the expiry of his current tenure requires the approval of members by way of a special resolution.

Mr. Arun Bewoor was appointed as a non-executive and Independent Director by the shareholders' at the 27th Annual General Meeting held on July 17, 2014, for a consecutive term of five years till July 2019, not liable to retire by rotation.

Mr. Arun Bewoor joined the Board of Agro Tech Foods Limited in October 2009. Mr. Bewoor is currently a Management Consultant and had retired as Vice President - India Region from International Flavours & Fragrances (IFF). He held various honorary industry positions at different points in time in various Chamber of Commerce and bodies. He also serves on the Board of number of Companies and he is a person having high repute, integrity and rich experience. Mr. Bewoor graduated from the Pune University with an Honors Degree in Physics and Mathematics and has attended programs conducted by the Indian Institute of Management, Ahmedabad and attended Management Development Program at Columbia University, New York, USA.

The Board of Directors is of the opinion that Lt. Gen D.B. Singh and Mr. Arun Bewoor are persons of integrity; possess relevant expertise and vast experience. Their association as non-executive independent directors will be beneficial and in the best interest of the Company and this will enable the Board to discharge its functions and duties effectively. In line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Amendment), 2018 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your directors recommend their continued association beyond April 1, 2019 and until expiry of their respective current terms.

The Board of Directors accordingly recommends the Special Resolutions as mentioned at item no. 1 and 2 of this Notice for approval of the Members of the Company.

Lt. Gen D.B. Singh and Mr. Arun Bewoor may be deemed to be interested, financially or otherwise, in the resolutions as set out at item No. 1 & 2 of the Notice with regard to continuance of their respective Directorships.

None of the other Directors and key managerial personnel are deemed to be concerned or interested, financially or otherwise in the proposed special resolution, except to the extent of their shareholding in the company.

Date: January 22, 2019  
Place: Gurgaon

By Order of the Board  
**Jyoti Chawla**  
Company Secretary

## Agro Tech Foods Limited

### NOTES AND INSTRUCTIONS

1. The explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 stating all material facts and reasons for the proposed resolution(s) is annexed hereto. Notice shall also be available on the website of the Company at [www.atfoods.com](http://www.atfoods.com)
2. In terms of section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules 2014, the business set out in the notice above is sought to be passed by Postal Ballot.
3. This Postal Ballot Notice is being sent to all the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 8th February, 2019 ("Cut-off date").
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on the cut-off date, will be considered for the purpose of voting. A person who is not a member as on the relevant date should treat this Postal Ballot Notice for informational purposes only.
5. The Postal Ballot Notice along with Postal Ballot form is being sent by electronic mode to those members, whose e-mail addresses are registered with the Company/ Depository, unless any member has registered for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice will also be available on the Company's website, [www.atfoods.com](http://www.atfoods.com)
6. A Postal Ballot Form and a self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form should be sent back.
7. Resolutions passed by members with requisite majority through postal ballot shall be deemed to have been passed at the General Meeting of the Members convened on that behalf.
8. Mr. Tumuluru Krishna Murty or failing him Mr. B.V. Saravana Kumar, Partners of M/s. Tumuluru & Company, Company Secretaries Firm has been appointed as Scrutinizer(s) (the "Scrutinizer") for conducting the Postal Ballot / electronic voting process in a fair and transparent manner in accordance with the Act and the Rules made thereunder.
9. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on the cut-off date.
10. In compliance with the provisions of Section 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer facility of voting by electronic means ("remote e-voting") to its Members to enable them to cast their votes through remote e-voting instead of returning duly filled Postal Ballot Forms. The Company has engaged the services of Karvy Fintech Private Limited as its agency for providing remote e-voting facility to the Members. It may be noted that remote e-voting is optional. A Member may opt for only one mode of voting and in case the Member has voted through remote e-voting; he/she shall not use the Postal Ballot Form to cast his or her vote. If a Member casts vote through remote e-voting as well as Postal Ballot Form, the vote cast through valid remote e-voting would be considered and votes cast through Postal Ballot Form shall be treated as invalid.
11. The remote e-voting commences on Tuesday, 19th February, 2019 at 9:00 A.M. (IST) and ends on Wednesday, 20th March, 2019 at 5:00 P.M. (IST). The remote e-voting module shall also be disabled by Karvy for voting thereafter.
12. In case a Member who have received Notice of the Postal Ballot by e-mail and who wish to vote through physical Postal Ballot Form can seek duplicate Postal Ballot Form by writing to [InvestorRedressal@atfoods.com](mailto:InvestorRedressal@atfoods.com) or write to Agro Tech Foods Limited, 31, Sarojini Devi Road, Secunderabad-500 003, Tel: 91-40-66650240.
13. The Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and record their assent (For) or dissent (Against) to the items so listed, by returning the Postal Ballot Form duly completed and signed in the attached self-addressed Business Reply Envelope (for which postage will be borne and paid by the Company) to the Scrutinizer, so that it reaches the scrutinizer not later than close of working hours (i.e 5.00 P.M. (IST)) on Wednesday, 20th March, 2019. Any Postal Ballot Form received after 5.00 P.M. (IST) on Wednesday, 20th March, 2019 will be considered invalid. Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder(s) will also be accepted.
14. The Scrutinizer will submit his final report to the Chairman or the Managing Director of the Company on or before, Friday, 22nd March 2019.
15. The results of the voting by postal ballot will be announced by the Chairman or the Managing Director and the same will be posted on the website of the Company [www.atfoods.com](http://www.atfoods.com) and will be displayed on the notice board of the company at its registered office and intimated to the Stock Exchange(s) on which the shares of the Company are listed. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Wednesday, 20th March, 2019 i.e., the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
16. The Scrutinizer's decision on validity of the Postal Ballot shall be final.
17. Members can contact Ms. Jyoti Chawla (Company Secretary) at e-mail: [InvestorRedressal@atfoods.com](mailto:InvestorRedressal@atfoods.com); or write to Agro Tech Foods Limited, 31, Sarojini Devi Road, Secunderabad- 500 003, Tel: 91-40-66650240 or the Registrar and Share Transfer agent of the Company at e-mail: [elward.ris@karvy.com](mailto:elward.ris@karvy.com); or write to Mr. V Raghunath, Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot Nos. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India, Tel: 91-40-67161606 to resolve any query/grievances with regard to voting by Postal Ballot.
18. All the material documents referred to in the Explanatory Statement are available for inspection by the Members of the Company at its Registered Office on any working day between 10.00 A.M. (IST) and 5.00 P.M. (IST), except Saturday and Sunday, up to the last date of receipt of Postal Ballot Form specified in this Notice.
19. A copy of the Notice is available on the website of the Company, at [www.atfoods.com](http://www.atfoods.com); Website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).
20. A Shareholder cannot exercise his vote by proxy on Postal Ballot.
21. The procedure and instructions to members for Voting of transaction of Business through electronic means are as under :

## **Agro Tech Foods Limited**

### **Voting through electronic means:**

In compliance with the Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the service of Karvy Fintech Private Limited for the purpose of providing e-voting facility to all its Members.

Remote e-voting period will commence on Tuesday, February 19, 2019 (IST 9:00 a.m.) and will end on Wednesday, March 20, 2019 (IST 5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date for remote e-voting i.e. Friday, 8th February, 2019 are entitled to vote on the Resolutions set forth in this Notice. The Remote e-voting module shall be disabled by KARVY for voting thereafter.

### **Remote e-voting Instructions:**

Members are requested to follow the instructions below to cast their vote through e-voting:

- 1) Open the internet browser by typing the URL: <https://evoting.karvy.com>
- 2) Enter the login credentials (i.e. User ID and password mentioned separately). In case of physical folio, User ID will be **EVENT number** 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 Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- 3) After entering these details appropriately, click on "LOGIN".
- 4) 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 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.
- 5) You need to login again with the new credentials.
- 6) On successful login, the system will prompt you to select the Event i.e., Agro Tech Foods Limited.
- 7) 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 not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- 8) 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.
- 9) You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, 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).

### **Other Instructions:**

- 10) Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- 11) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. February 8, 2019.
- 12) 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., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email [mtumuluruk@gmail.com](mailto:mtumuluruk@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com).
- 13) In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s):
  - a) User ID and initial password - These will be sent separately.
  - b) Please follow all steps as mentioned above, to cast your vote.
- 14) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- 15) Kindly note that the Shareholders can opt only one mode of voting, i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case the Shareholders cast their vote by Physical Ballot and e-voting, then voting done by e-voting shall prevail and voting done through valid Physical Ballot will be treated as invalid.
- 16) Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted.
- 17) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual for members available at the download section of <http://evoting.karvy.com> or contact Karvy at Tel. No. 1800 345 4001 (toll free).
- 18) Mr. Tumuluru Krishna Murty or failing him Mr. B.V. Saravana Kumar, Partners of M/s. Tumuluru & Company, Company Secretaries Firm, Hyderabad has been appointed as Scrutinizer to scrutinise the Poll and remote e-voting process in a fair and transparent manner.
- 19) The scrutinizer shall, after the conclusion of voting unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than 48 hours from the conclusion of the voting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman/ Managing Director of the Company, who shall countersign the same.
- 20) The scrutiniser shall submit his report to the Chairman/ Managing Director, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website: [www.atfoods.com](http://www.atfoods.com) and on the website of Karvy: <https://evoting.karvy.com>, and shall be displayed on the notice board of the company at its registered office and also be communicated to the stock exchanges. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on 20th March, 2019 i.e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.

## **Agro Tech Foods Limited**

CIN: L15142TG1986PLC006957

**Regd. Office:** 31, Sarojini Devi Road, Secunderabad – 500 003, India.

Tel: 91-40-66650240, Fax: 91-40-27800947

E-mail: [InvestorRedressal@atfoods.com](mailto:InvestorRedressal@atfoods.com) | Web: [www.atfoods.com](http://www.atfoods.com)

### **POSTAL BALLOT FORM**

1. Name & Registered Address of the sole / first named Shareholder :
2. Name(s) of the Joint-Holder(s), if any :
3. Registered Folio Number / DP ID No\* / Client ID No.\* :  
(\*Applicable to the Shareholders holding Shares in dematerialized form)
4. Number of Equity Share(s) held :

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated 22<sup>nd</sup> January 2019 by conveying my / our assent or dissent to the said Special Resolution by placing a tick (✓) mark in the appropriate box below:

S. No	Brief particulars of the item	No. of Shares for which votes cast	I/We assent to the resolution. (FOR) Please tick [✓]	I/We dissent to the resolution. (AGAINST) Please tick [✓]
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			
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			

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder

#### **Important Instructions**

Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed business reply envelope. Last date for receipt of this Postal Ballot Form by the Scrutinizer is Wednesday, March 20, 2019 upto 5.00 p.m

#### **Electronic voting particulars**

The e-voting facility is available at the link <https://evoting.karvy.com>. The electronic voting particulars are set out as follows:

EVEN (E-voting Event Number)	User ID	Password

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Tuesday, 19 February 2019 at 9:00 Hours IST	Wednesday, 20 March 2019 at 17:00 Hours IST

Note: Please read carefully the instructions printed overleaf before exercising the vote through this form and for e-voting, please refer the instructions for e-voting in the notice attached herewith.

## INSTRUCTIONS

1. Members may fill up the Postal Ballot Form and return the Form duly completed to The Scrutinizer, Agro Tech Foods Limited, Karvy Fintech Private Limited at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad –500032 , so as to reach on or before 17.00 Hrs (IST) on Wednesday, 20 March 2019. The Ballot Form received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the envelope containing the Postal Ballot Form is lost in transit.
3. Consent must be accorded by placing a tick mark in the column 'I/We assent to the Resolution' or dissent must be accorded by placing a tick mark in the column 'I/We dissent to the Resolution'. Form bearing tick mark on both the columns will be treated as invalid.
4. The vote of the Members will be considered as invalid on the following grounds:
  - a. If a form other than Postal Ballot Form issued by the Company is used.
  - b. If the Postal Ballot Form is not signed by or on behalf of the Member.
  - c. If the Members signature does not tally with the specimen signature with the Company.
  - d. If the Member has marked his/her/its vote both for 'Assent' and also 'Dissent' to the Resolution in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held.
  - e. If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
  - f. If the Postal Ballot Form is incomplete or incorrectly filled.
  - g. If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or any one or more of the above grounds.
  - h. If the voting rights of a Member are frozen by any competent authority.
5. In the event member casts his/ her votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
6. The right of voting by Ballot Form shall not be exercised by a proxy.
7. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. M/s Karvy Fintech Private Ltd/ KFPL). Members are requested to keep the same updated.
8. There will be only one Ballot Form for every Folio/DP ID/CLIENT ID irrespective of the number of joint members.
9. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
10. Where the Ballot Form has been signed by an authorized representative of the Body Corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.
11. Members are requested not to send any other papers along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope as all such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
12. Instructions for e-voting procedure are available in the Postal Ballot Notice and are also placed on the website of the Company, [www.atfoods.com](http://www.atfoods.com) and <https://evoting.karvy.com>. For further details members are requested to refer the same.
13. In case of any query, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy Website) or call KFPL on 040-44655000 & Toll Free No.1800 3454 001.



14. 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 i.e. Friday, February 8, 2019.
  15. The e-voting period commences on Tuesday, 19 February 2019 (09.00 Hrs IST) and ends on Wednesday, 20 March 2019 (17.00 Hrs IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on February 8, 2019, may cast their vote electronically.
  16. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he / she / it shall not be allowed to change it subsequently.
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