

Agro Tech Foods Limited

23rd February, 2024

Shri Jayati Nandi
Assistant Manager
Online Surveillance
BSE Limited,
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Phone (Direct) : 022-22725091

Dear Sir,

Sub: Clarification /Confirmation on news item appearing in “Media/Publication”

We acknowledge the receipt of your e-mail dated 22 February 2024 Ref. No.: L/SURV/ONL/RV/KA/ (2023-2024)/ 117 with regard to **recent news item which appeared in the “Website-www.moneycontrol.com”** dated **February 22, 2024 captioned “Conagra in talks to sell controlling stake in India biz Agro Tech Foods”**.

In this regard, we would like to provide clarification/confirmation on the news item in detail as follows:

1. We would like to confirm that such negotiations were taken place between the Promoters i.e. Cag Tech Mauritius Ltd. and Ultimate Parent i.e. Conagra Brands Inc with the Potential Buyer(s). We would like to provide the detailed information along with the sequence of events in chronological order from the start of negotiations/events till date as follows:
 - a. In the Board meeting held on 29th April, 2021, the Chairman (Promoter’s representative Director) informed the Board that the promoter of the Company, CAG Tech Mauritius Limited (the “**Promoter**”), and its ultimate parent entity, Conagra Brands, Inc. (“**Conagra**”), are exploring and evaluating strategic alternatives with respect to its shareholding in the Company, including selling all or a portion of its stake in the Company to one or more potential investor(s) (the “**Proposed Transaction**”). The Promoter requested the Board to permit it, Conagra and potential investors to undertake a due diligence review of the Company, its subsidiaries, joint ventures and any of its associate entities. The Chairman further informed the Board that, the Company being a listed company, all activities in relation to a due diligence on the Company Group would be undertaken confidentially and in accordance with applicable laws, including in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. Accordingly, approval of the Board was given for disclosure of information in relation to the Proposed Transaction, on a need to know basis, subject to potential investor(s) executing a confidentiality/ non-disclosure agreement or such other agreements with or for the benefit of the Company.

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CIN: L15142TG1986PLC006957

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- b. The Board of Directors passed a resolution by circulation with requisite majority on 6th May 2021 for taking note of and approving the appointment of M/s Deloitte Touche Tohmatsu India LLP (“Deloitte”) by Conagra Brands Inc (“Conagra”) for providing Vendor Due Diligence Services (“VDD Services”) in relation to the Company and approve the VDD Services from Section 144 of the Companies Act, 2013 perspective.
- c. In the Board meeting held on 20th July 2022, the Chairman (Promoter’s representative Director) informed the Board that while Promoter and Conagra had explored and evaluated various strategic alternatives regarding the Proposed Transaction, the Promoter and Conagra have decided not to proceed with the Proposed Transaction. The Board took note of the same and also took note of the fact that the Company is no longer required to share information or to take steps approved in relation to the Proposed Transaction pursuant to its aforesaid resolution passed at the Board meeting dated 29th April 2021.
- d. The Board of Directors passed a resolution by circulation with requisite majority on 31st August 2023 to consider and approve due diligence on Agro Tech Foods Limited (“Company”) and its group. The Board was informed that the Promoter and its ultimate parent entity, Conagra Brands, Inc. (“Conagra”), are again exploring and evaluating strategic alternatives with respect to its shareholding in the Company, including selling all or a portion of its stake in the Company to one or more potential investor(s) (the “Proposed Transaction”). In this context, the Promoter has requested the Board to permit it, Conagra and potential investors (previously identified as well as any new potential investors) to undertake a due diligence review of the Company, its subsidiaries, joint ventures and any of its associate entities (together with the Company, the “Company Group”) subject to potential investor(s) executing a confidentiality/ non-disclosure agreement or such other agreements with or for the benefit of the Company.
- e. Pursuant to the above Board Resolution passed on 31st August 2023, the management has been providing the information to the Potential Buyer and its representative and advisors for undertaking the financial and legal due diligence on the Company. The Management also taken the representatives of Potential Buyer on their request for visiting its plant in Jhagadia, Gujarat on 21st February, 2024 and Kashipur, Uttrakhand on 22nd February 2024.
- f. As the negotiation between Promoter and Potential Buyers are still going on and had not come to a conclusion and moreover the management had no firm information about the conclusion of the proposed transaction either from the Promoter or Potential Buyers and also the Management was bound under a Non-disclosure agreement to not disclose about the ongoing Proposed transaction or negotiations, therefore the Management was not in a position to submit any information to the Stock Exchanges in this regard.

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2. In this regard, we wish to submit our response that we have intimated all the required information, announcement and disclosures as prescribed under Regulation 30 of the SEBI (LODR) Regulations, 2015 to the Exchange on a timely manner. Apart from that, we/Company are not aware of any information that has not been announced to the Exchanges which could explain the movement in the trading.
3. The Management cannot ascertain any material impact of this article on the Company except the sudden spurt in volume and price movement which may be affected due to market sentiment. We also confirm that at this point, there is no further information to be given. We confirm that we will keep disseminating any information/announcement which is required as per Regulation 30 of the SEBI (LODR) Regulations, 2015 and which may have bearing on the operation/performance of the company including all price sensitive information as always.

We shall be happy to provide any further information/clarification, if required.

Thanking you and assuring our best of services.

Yours sincerely,



Jyoti Chawla
Company Secretary

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