

# **Agro Tech Foods Limited**

19<sup>th</sup> December, 2024

The Manager,  
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 Sir/Madam,

## **Sub: Intimation regarding Postal Ballot Notice**

Pursuant to Regulation 30 and Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, we enclose herewith a copy of the **Postal Ballot Notice** that is being sent only by electronic mode to the Shareholders for seeking their approval for following Resolution:

1. ‘Special Resolution’ for Change in name of the Company from ‘Agro Tech Foods Limited’ to ‘Sundrop Brands Limited.’

The remote e-voting period will commence from **9.00 a.m. (IST) on Saturday, December 21, 2024 and ends at 5.00 p.m. (IST) on Sunday, January 19, 2025.**

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For Agro Tech Foods Limited

JYOTI  
CHAWLA

Digitally signed by  
JYOTI CHAWLA  
Date: 2024.12.19  
17:59:35 +05'30'

Jyoti Chawla  
Company Secretary and Compliance Officer  
Encl. a/a.

# **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 NOTICE**

Notice pursuant to Section 108, 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable MCA Circulars (as defined hereinafter) issued by the Ministry of Corporate Affairs

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
Saturday, December 21, 2024 at 9.00 AM	Sunday, January 19, 2025 at 5.00 PM

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, December 28, 2022, September 25, 2023 and September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 and other applicable provisions, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, (“Listing Regulations”) and other applicable provisions, of the Act, rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the resolution, as set out hereunder, is proposed for approval of the Members of Agro Tech Foods Limited (“the Company” or “ATFL”) as a Special Resolution, by way of Postal Ballot only through e-voting i.e. voting through electronic means (“Remote e-Voting”).

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of KFin Technologies Limited (“KFinTech”) as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

The Postal Ballot Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company / Depositories, in accordance with the aforesaid MCA and SEBI Circular. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process.

The communication of the assent or dissent of the Members would take place only through the Remote e-Voting system. Eligible Member, whose e-mail address is not registered with the Company / Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 p.m. (IST) on **Sunday , January 19 , 2025**. Remote e-Voting will be blocked by KFintech immediately thereafter and will not be allowed beyond the said date and time.

**The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, December 21, 2024 and ends at 5.00 p.m. (IST) on Sunday, January 19, 2025.** The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on Tuesday, January 21, 2025. The same will be displayed on the website of the Company: [www.atfoods.com](http://www.atfoods.com), the website of NSDL: <https://evoting.kfintech.com/> and also shall be communicated to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) where the Company’s equity shares are listed and be made available on their respective websites. The Company will also display the results of the Postal Ballot at its Registered Office.

The Board of Directors of your Company has approved the Notice of Postal ballot in its meeting held on 14<sup>th</sup> November 2024. Pursuant to Rule 22(5) of the Rules, in the meeting held on 14<sup>th</sup> November 2024, the Board of Directors has appointed Mr. B.V. Saravana Kumar (Membership No. ACS 26944), Partners of M/s. Tumuluru & Company, Company Secretaries Firm, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

## **SPECIAL BUSINESS**

### **PROPOSED RESOLUTION:**

#### **ITEM NO. 1: CHANGE IN NAME OF THE COMPANY FROM AGRO TECH FOODS LIMITED TO SUNDROP BRANDS LIMITED**

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, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, Regulation 45 of

the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval or permission of the Registrar of Companies and/or any other regulatory or statutory authorities, as may be required, the consent of the members of the Company be and is hereby accorded to change the name of the company **from Agro Tech Foods Limited (present name of the company) to Sundrop Brands Limited**, as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs.”

“**RESOLVED FURTHER THAT** upon receipt of fresh Certificate of Incorporation or relevant document consequent upon change of name, the old name, i.e. “Agro Tech Foods Limited” be substituted with the new name wherever it occurs in the Memorandum of Association and Articles of Association of the Company, and be deemed substituted in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, common seal and at all other places wherever appearing.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Mr. Asheesh Kumar Sharma, Executive Director & CEO 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 / for:

- (a) to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns, e-forms for the purpose of giving effect to the aforesaid resolution.
- (b) filing of relevant applications with BSE Limited, National Stock Exchange of India Limited, and any other authority, as may be required.
- (c) filing affidavits, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above resolution.
- (d) to settle any question or difficulty that may arise with regard to the implementation of the above and to give effect to the above resolution.”

By Order of the Board

Sd/-

Jyoti Chawla

Company Secretary & Compliance Officer

*Membership. No. 20392*

Date: November 14, 2024

Place: Gurgaon

**Notes :**

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose

names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on **Friday, December 13, 2024 (i.e. Cut-off date)**, and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those member who will register their e-mail address in accordance with the process outlined in this Notice. A person who is not a member as on the relevant date should treat this Postal Ballot Notice for informational purposes only. Detailed instructions to use the e-voting facility are given separately.

3. Members may note that this Postal Ballot Notice will also be available on the Company's website [www.atfoods.com](http://www.atfoods.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Company's Registrar and Transfer Agent, KFinTech at <https://evoting.kfintech.com/>
4. Members are requested to carefully read the instructions enumerated in the Notes and Instructions to this Postal Ballot Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the proposed Resolution not later than 5.00 p.m. (IST) on Sunday, January 19, 2025.
5. 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, MCA Circulars and SEBI 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 Company has engaged the services of KFin Technologies Limited ("KFinTech") to provide remote e-voting facility to the Members of the Company to enable them to cast their votes electronically. Please read and follow the instructions on e-voting enumerated in the Notes and Instructions to this Notice separately.
6. 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.
7. All documents referred to in this Notice of Postal Ballot will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the last date specified for e-voting. Members seeking to inspect such documents can send an email to [InvestorRedressal@atfoods.com](mailto:InvestorRedressal@atfoods.com)
8. The Resolutions, if approved by requisite majority, will be taken as passed effectively on the last day of e-voting i.e. Sunday, January 19, 2025.
9. The remote e-voting commences on **9.00 a.m. (IST) on Saturday, December 21, 2024 and ends at 5.00 p.m. (IST) on Sunday, January 19, 2025**. The remote e-voting module shall also be disabled by KFinTech for voting thereafter.
10. The Scrutinizer's decision on validity of the Postal Ballot shall be final.

11. 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: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com); or write to Mr. V Raghunath, KFin Technologies Limited, Tower B, Plot Nos. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India, Tel: 1800 309 4001 to resolve any query/grievances with regard to this Postal Ballot Notice or e-voting.
12. A Shareholder cannot exercise his vote by proxy on Postal Ballot.
13. Corporate/ Institutional Members : Corporate/ Institutional Members (that is, other than individuals, HUF, NRI, etc.) opting for Postal Ballot voting are also required to send certified true copy of the Board Resolution/ Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer through email at [saravana1015@gmail.com](mailto:saravana1015@gmail.com) or [InvestorRedressal@atfoods.com](mailto:InvestorRedressal@atfoods.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format “ATFL EVENT No 8578”.

#### **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 resolution set forth in this Postal Ballot 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 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.
- v. Any person holding shares in physical form and non-individual shareholders as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto: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.

- vi. Login method for remote e-Voting for Individual shareholders holding securities in demat mode. The details of the process and manner for remote e-Voting 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.

**Details on Step 1 are mentioned below:**

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. 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.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. 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.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>



Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>Kfintech</b> where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of - Depository Participant	<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 – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>Kfintech</b> 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.

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



**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://evoting.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 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- POSTAL BALLOT' 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 cast its vote through remote e-voting on its behalf to the Scrutinizer at email id [saravana1015@gmail.com](mailto:saravana1015@gmail.com) with a copy marked to [evoting@kfintech.com](mailto: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 this Notice of Postal Ballot 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 this Postal Ballot Notice and e-voting instructions cannot be serviced, may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.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 this Postal Ballot Notice and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

## **OTHER INSTRUCTIONS**

- I. Any Member of the Company as on the cut-off date for E-voting 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 are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013**  
**ITEM NO. 1 - CHANGE IN NAME OF THE COMPANY**

The Company is in the business of manufacturing, marketing and trading of Edible Oils and processed food products for selling to the consumers across Indian and International markets. The present name of the Company is Agro Tech Foods Limited. The Board of Directors of the Company at its meeting held on 14<sup>th</sup> November 2024 has voluntarily decided to change the name of the Company to Sundrop Brands Limited, as made available by the Registrar of Companies.

If the shareholders approve, the new name of the Company would be Sundrop Brands Limited subject to applicable regulatory approvals.

In accordance with the provisions of Section 4, 13 and 14 of the Act and other applicable provisions, if any, of the Act and the rules framed thereunder, a change in the name of a company requires alteration in the Memorandum of Association and Articles of Association of the Company, which requires the approval of shareholders by way of Special Resolution.

In light of the above facts, your approval is sought for changing the name of the Company and for altering the Memorandum of Association and Articles of Association of the Company. The draft altered copy of the Memorandum of Association and Articles of Association will be available for inspection at the meeting. The draft altered copy of the Memorandum of Association and Articles of Association are also available for inspection 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 website of the Company <https://www.atfoods.com/investors-information.aspx>

The Company has complied with Regulation 45(1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015, to the extent they are applicable. A certificate from a practising Chartered Accountant to this effect is annexed herewith as Annexure 1.

The proposed change in the name of the Company shall not result in a change of the legal status or constitution of the Company, nor would it affect any rights or obligations of the Company or its shareholders/stakeholders. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

The proposed change will in no way be detrimental to the interest of any shareholder, employee or any other person in any manner whatsoever. The Board is of the opinion that the aforesaid Special Resolution is in the best interests of the Company and hence, recommends the above resolution for your approval as a special resolution. The proposed change in the name of the Company shall also be subject to the approval of the Central Government (Registrar of Companies).

The Board recommends passing of resolution as stated under Item no. 1 to this Notice as Special Resolution.

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.

## Annexure 1

To  
The Board of Directors,  
**Agro Tech Foods Limited**  
31, Sarojini Devi Road,  
Secunderabad – 500003  
Telangana,

### **Certificate under Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”)**

With respect to change in name of **Agro Tech Foods Limited** (“the Company”) to **Sundrop Brands Limited**, we have examined the relevant records of the Company and information provided by the Management of the Company in relation to the compliance with the Regulation 45(1) of the SEBI LODR Regulations.

Based on the examination of the records of the Company as provided by the Management and according to the information and explanations given to us, pursuant to the requirements under Regulation 45(1) of the SEBR LODR Regulations, we hereby confirm as follows:

- (i) Time period of at least one year has elapsed from the last name change.

**The Company has not changed its name since at least last one year period.**

- (ii) At least fifty percent, of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name.

**Not applicable, as the Company has not changed its main activity.**

- (iii) The amount invested in the new activity/project is at least fifty percent. of the assets of the listed entity

**Not applicable, as the Company has not changed its main activity nor invested in new activity/project.**

This certificate is issued at the request of the Company pursuant to the requirements under Regulation 45(1) of SEBI LODR Regulations for onward submission to the Stock Exchange, where the equity shares of the Company are listed.

**for JSKD & Co**  
Chartered Accountants  
(Firm Registration No – 024521S)

Place: Hyderabad  
Date: 15 November 2024

Sd/-  
Swapnil Deshmukh  
Partner  
Membership No. 227054  
UDIN: 24227054BKFBWB8666