Agro Tech Foods Limited

MINUTES OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF AGRO TECH FOODS LIMITED HELD ON WEDNESDAY, THE 25TH JULY, 2012 AT 10.00 AM AT RESIDENCY HALL, HOTEL GREEN PARK, GREENLANDS, HYDERABAD – 500 016, ANDHRA PRADESH.

PRESENT:

DIRECTORS : LT. GEN.D.B. SINGH (IN THE CHAIR)

MR. PATRICK D LINEHAN MR. MICHAEL D WALTER MR. SANJAYA KULKARNI MR. ARUN BEWOOR

MR. NARENDRA AMBWANI

DR. PRADIP GHOSH CHAUDHURI

PRESIDENT : MR. SACHIN GOPAL

COMPANY SECRETARY: MR. PHANI K MANGIPUDI

BY INVITATION : MR. HEMANT KUMAR RUIA

MR. ARIJIT DUTTA MR. SAIYAM JAIN MR. KPN SRINIVAS

MR. MV GOPALAKRISHNA MR. B SAI CHANDRASEKHAR

Details of members and proxy holders present at this meeting - (As per Annexure).

 Lt. Gen D B Singh, an Independent Director, was elected as the Chairman of the Meeting and introduced the President and the Directors present.

2. The Notice dated 26th April, 2012 convening the Twenty Fifth Annual General Meeting and the related Explanatory Statement and the Directors' Report and Accounts, for the financial year ended 31st March, 2012, as previously circulated, were taken as read. The business before the Meeting was taken up after having established that the requisite quorum for the meeting was present.

- 3. The Register of Directors' Shareholding was placed before the Meeting in accordance with the requirements of Section 307(7) of the Companies Act, 1956 and it remained open and accessible during the continuance of the meeting to all persons attending the meeting.
- 4. The signed Auditors' Report was kept on the table throughout the Meeting.
- The Chairman delivered his speech on the occasion of the Twenty Fifth Annual General Meeting.
- Auditors' Report dated 26th April, 2012 on the Accounts of the Company for the Financial Year ended 31st March, 2012, was read by Mr. Sriram Mahalingam, Partner, BSR and Co., Chartered Accountants.

ORDINARY BUSINESS

RESOLUTION NO. 1: ORDINARY RESOLUTION

7. ADOPTION OF ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2012

The following Resolution was duly proposed by Mr. Tumuluru Krishna Murthy and seconded by Mr. Kamal Kishore as an Ordinary Resolution.

"RESOLVED that the Balance Sheet of the Company as at 31st March, 2012 and the Profit & Loss Account for the year ended on that date together with the Schedules and Notes thereon and the significant accounting policies and the Reports of the Board of Directors and the Auditors thereon, as circulated to the members and laid before the meeting, be and are hereby approved and adopted."

Before the resolution was put to vote, the Chairman asked that if any Shareholder had any questions to ask about the Company's working during the year under review, Mr. Sachin Gopal, President, would be glad to answer the same. Thereafter a few members spoke on the resolution and put forth their queries, questions, clarifications, and suggestions. The President thanked the shareholders for their keen interest in the Company's working and replied suitably to the questions they had put forth.

The resolution thereafter was approved by a majority on show of hands.

RESOLUTION NO.2: ORDINARY RESOLUTION

8. TO DECLARE A DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2012

The following Resolution was duly proposed by Mr. B Sai Chandra Sekhar and seconded by Mr. Praful Chavda as an Ordinary Resolution.

'RESOLVED that a Dividend at the rate of 17.5% i.e. ` 1.75 per Equity Share out of the current profits of the year be and is hereby declared on 24,369,264 equity shares fully paid up, for the financial year ended 31st March, 2012, and will be paid by 24th August, 2012 to those Members of the Company entitled thereto whose names appear on the Register of Members as on 25th July, 2012.

The resolution thereafter was approved by a majority on show of hands.

RESOLUTION NO.3: ORDINARY RESOLUTION

9. REAPPOINTMENT OF LT.GEN.D.B.SINGH

As the proposed resolution pertained to the appointment of Lt. Gen D B Singh himself as a Director, Mr. Patrick D Linehan conducted the proceedings for this item in the Agenda

The following Resolution was duly proposed by Mr. Ahmed Siddique and seconded by Mr. M Raghuveer Rao as an Ordinary Resolution.

"RESOLVED that Lt. Gen D B Singh be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation".

The resolution was thereafter put to vote and on a show of hands was declared carried **Unanimously**.

RESOLUTION NO.4: ORDINARY RESOLUTION

10. REAPPOINTMENT OF MR. SANJAYA KULKARNI

The following Resolution was duly proposed by Mr. E.V. Srinivas and seconded by Mr. Wali as an Ordinary Resolution.

"RESOLVED that Mr. Sanjaya Kulkarni be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation".

The resolution thereafter was approved by a majority on show of hands. RESOLUTION NO.5: ORDINARY RESOLUTION

11. APPOINTMENT OF M/S, BSR AND CO., CHARTERED ACCOUNTANTS AS AUDITORS

The following Resolution was duly proposed by Mr. Shantilal C Shah .and seconded by Mr. Tumuluru Krishnamurthy, as an Ordinary Resolution.

"RESOLVED that M/s B S R and Co., Chartered Accountants bearing registration no. 128510W with the Institute of Chartered Accountants of India, be and are hereby reappointed Auditors of the Company to hold office from the conclusion of this Meeting of the Company until the conclusion of Twenty Sixth Annual General Meeting and that the Board of Directors be and is hereby authorised to fix their remuneration by way of fees and reimbursement of out of pocket expenses."

The resolution thereafter was approved by a majority on show of hands.

SPECIAL BUSINESS

RESOLUTION NO.6: SPECIAL RESOLUTION

12. AMENDMENT TO THE 'AGRO TECH FOODS LIMITED (ATFL) EMPLOYEE STOCK OPTION PLAN

The following Resolution was duly proposed by Mr. B Sai Chandra Sekhar and seconded by Mr. Shantilal C Shah as a Special Resolution.

- "RESOLVED that approval be and is hereby granted for the amendment to the 'Agro Tech Foods Limited (ATFL) Employee Stock Option Plan.'
- II. "RESOLVED FURTHER that for the purpose of giving effect to the above Resolution, the Board, Remuneration and Nominations Committee or any Committee of the Board by whatever name called, be and is hereby authorised to do all such deeds, matters and things and execute all such deeds documents and writings as it may in its absolute discretion deem necessary and incur expenses in relation thereto".
- III. "RESOLVED FURTHER that shares may be allotted in accordance with the Plan, directly to the employees or through a Trust which may be set up to enable the employees/Trust to acquire, purchase or subscribe to the shares of the Company."

- IV. "RESOLVED FURTHER that the Board, Remuneration and Nominations Committee or any Committee of the Board by whatever name called, be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the implementation of the Plan, including to amend or modify any terms thereof in accordance with and subject to all applicable SEBI guidelines, without being required to seek any further approval or consent of the members."
- V. "RESOLVED FURTHER that the Plan be operated by the Board, Remuneration and Nominations Committee or any Committee of the Board by whatever name called such that the total number of shares granted and outstanding does not exceed 10.0% of the issued and subscribed share capital of the Company."

The resolution thereafter was approved by a majority on show of hands.

RESOLUTION NO.7: SPECIAL RESOLUTION

13. <u>REAPPOINTMENT OF DR. PRADIP GHOSH CHAUDHURI AS A WHOLE-TIME DIRECTOR</u>

The following Resolution was duly proposed by Ms. M Jyothi and seconded by Mr. Wali as a Special Resolution.

"RESOLVED that pursuant to the provisions of Sections 198, 269, 309, 310, 314 read with Schedule XIII thereto and other applicable provisions, if any of the Companies Act, 1956 or any amendment or modification or re-enactment thereof, and subject to such approval or consents including the Central Government as may be necessary or required, the reappointment of Dr. Pradip Ghosh Chaudhuri as a Whole-time Director of the Company, with effect from 26th July, 2012 till 31st July, 2013 or the date of the next Annual General Meeting, whichever is earlier, (both days inclusive) on such remuneration including salary and perquisites as have been set out in the Explanatory Statement attached to the Notice convening this Annual General Meeting, a copy whereof initialed by the Chairman for the purposes of identification is placed before this Meeting, including a variation of such terms in salary and perquisites as approved by the Board on the recommendation of the Remuneration and Nominations Committee and agreed to by Dr. Pradip Ghosh Chaudhuri, be and the same is hereby approved."

RESOLUTION NO.8: SPECIAL RESOLUTION

14. AMENDMENT / APPROVAL FOR PAYMENT OF COMMISSION TO NON-EXECUTIVE INDEPENDENT DIRECTORS

The following Resolution was duly proposed by Mr. M Raghuveer Rao and seconded by Mr. Wali as a Special Resolution.

"RESOLVED that, the Members of the Company had at their Twenty Second Annual General Meeting held on 29th July, 2009 passed a Special Resolution according approval for payment of Commission of up to 1% of the net profits of the Company per annum for a period not exceeding five years with effect from 1st April, 2009 or such date as the Board may approve to the Non-Executive Independent Directors who shall receive individually commission not exceeding Rs.2,50,000/- in a financial year. Subject to such approvals as may be necessary, the Commission payable to the Non-Executive Directors of the Company be increased by 25% to the existing sum being paid as Commission for a further period of 5 years, for each of the financial years of the Company, subject to the ceiling of being within 1% of the net profits of the Company, commencing from 1st April, 2011 as provided under Section 309(4) of the Companies Act, 1956 ('the Act'), and computed in the manner referred to in Section 198 (1) of the Act, or any amendment or modification thereof, in addition to the fee for attending the Meetings of the Board of Directors of the Company or any Committee thereof, to be divided amongst the Directors aforesaid in such manner as the Board may from time to time determine and in default of such determination, equally, provided that none of the Directors aforesaid shall receive individual commission exceeding Rs.3,12,500/- in a financial year."

The resolution thereafter was approved by a majority on show of hands.

RESOLUTION NO.9: SPECIAL RESOLUTION

15. APPROVAL FOR KEEPING THE REGISTER OF MEMBERS, INDEX OF MEMBERS AND OTHER DOCUMENTS AT THE OFFICE OF M/S. KARVY COMPUTERSHARE PRIVATE LIMITED INSTEAD OF SATHGURU MANAGEMENT CONSULTANTS PRIVATE LIMITED.

The following Resolution was duly proposed by Mr. Tumuluru Krishna Murthy and seconded by Mr. V N Saravanan as a Special Resolution.

"RESOLVED that pursuant to Section 163 and all other applicable provisions of the Companies Act, 1956 including any statutory modification or re-enactment thereof, hereinafter referred to as the 'Act', consent and approval of the Company be and is hereby accorded for keeping the Register of Members, Index of Members and copies of all information pertaining to Annual Returns in relation to transfers / transmission and Register of Members, etc. prepared under Section 159 and 160 of the Act, together with copies of the certificates and documents required to be annexed thereto under Section 161 of the Act at the office of M/s. Karvy Computershare Private Limited having their office at 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 0081 instead of being kept at the Registered Office of the Company or at the erstwhile Registrar and Share Transfer Agent of the Company, M/s. Sathguru Management Consultants Private Limited, Plot No.15, Hindinagar, Behind Shirdi Sai Baba Temple, Punjagutta, Hyderabad-500034, with effect from such date as may be decided the Board of Directors."

The resolution thereafter was approved by a majority on show of hands.

16. The business before the Twenty Fifth Annual General Meeting of the Company having been transacted, the Chairman thereafter thanked the Members present and declared the Meeting as concluded.

17. The Members thereafter expressed their vote of thanks to the Chair.

CHAIRMAN1

AGRO TECH FOODS LIMITEO-25/07/2012-SECUNDERABAD Attendance Register

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1009 IN300Z3911608345 Member KAMAL KISHORE JHAWAR	1
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1010 IN30023911557289 Member TARA DEVI	1
1011 1601010000250432 Member KAMALKISHORE HAWAR	1
1012 IN30182010003112 Member PALUKURU VENKATA ANNAPURNA	1
1013 IN30102210214213 Member PALUKURU VENKATA ANNIAPURNA	1
1014 IN30102210214230 Member PALUKURU VENKATA 8HARATHA SARMA	1
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1025 IN30102210455825 Member SHAIK AHMED	1
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1034 IN30015910212242 Member RAJESH M PARYANI	1
1035 1201060000908933 Member RAJESH MOHANNAS PARVANII	1
1036 IN30061010283189 Member RAMESH SHANKER GOLLA	1
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1038 IN30286310162944 Member y SURYANARAYANA	5.
1039 1203520000001565 Member KELLTON SECURITIES PRIVATE LIMITED	104
1040 1203070000336108 Member TUMBI MUNAF ABDUL RAZAK	10
1041 12030 70000057121 Member IRFANA BANU MUNAF TUMBI	2
1042 1203150908652723 Member FAROOK TUMBI MOHAMMED	1
1043 IN30039411655163 Member RAMESH MANGULURI 1044 1301440800011101 Member RAMESH MANGULURI	1
1045 1205450000015647 Member SHUJATH ALI KHAN	10
1046 1203520000038469 Member DEVEN NANIWADEKAR.	1
1047 1202990001119970 Member SAILAJA K	50
1048 IN30Z23611075894 Member KESARLA VASUDEVA RAQ	1
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1117 IN30102220114013	Member	BHANWAR LAL BYAS		16
1113 NN30048410380862	Member	KUSAM SOWJANYA		50
1114 IN30002011231925				10
1115 IN30102220321788				152
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1146 IN30002010213067 Member NAJMUNNISA BEGUM		
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1148 1203520000068367 Member ANWARUR RAHMAN SUFI MOHAMMED		
1149 0061748 Member MD WAHEFDUR RAHMAN SUSI		2
1150 IN30039410080386 Member ATCHUTA SANKAR Y		
1151 0007969 Member VIJAYALAKSHMI NANDI RAJU		10
1152 IN30163610248748 Member BELLAPUKONDA SOWBHAGYA		15
1153 IN30035170003029 Proxy SARITA SINGH	8.K.R.P.SINGH	10
1154 9048849 Member KAMESHWARA RAO S A V	D. V.101. 31140M	5
1155 0046512 Member INDU SHIROMANI		10
1156 1201060001045012 Member NAVEEN KUMAR AGARWAL		10
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1159 IN30039414167929 Member VV CHENULU		15:
1160 1205450000120578 Member JYOTI SARDA		13.
1161 1203450000016951 Member NARSING DAS SARDA		1
1162 1703460000335215 Member VISHNIU DAS SARDA 1163 1205450000015121 Member RAJKANVAR SARDA		1
1164 IN30220111209738 Member BHAKTRAM		1
1165 IN30102210467739 Member BHAKT RAM		90
1166 IN30115123202451 Member BHAKTRAM		6
1167 IN30115121872364 Member SUKHADA		1
1168 IN30115121827599 Member ATMA RAM		1
1169 IN30039413501230 Member 8 PRASANNA LAXMI		1
1170 IN30115121827937 Member VIJAYRAM SHENDGE		152
1171 1201090004778646 Member ASMATABASSUM		1
1172 IN30226911319922 Member ASMA TABASSUM		1
1173 1201090003888337 Member AQHEELAHMED		5
1174 1203320000531074 Member MD AOFF, AHMED		1
1175 1204470006647581 Member AQHEEL AHMED		5
11.76 0005500 Member PADAKANTI ARIBI MOTHI		1
1177 IN30051318120202 Member MARLENE SMITH		100
1178 IN30021415304479 Member VIKAS PATFI		47
1179 IN30102220321859 Member VIMALA DEVI BYAS		25
1180 IN30102213551958 Member TUMULURU KRISHNIA MILIPTY		16
1181 (N30102210447886 Member BHAKT BAAA		5
1182 1203070000332536 Member MALIRAM.		5
1183 0043636 Member RAJ MOHAN T		100
1184 IN30102220321779 Member 8HARAT BHUSHAN BYAS		1
1185 1284340000047288 Member WALLUR RAHMAN SUFI MOHAMMAD		168
1186 0061752 Member MO AFZALLIP DANKAGE CUE.		1
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