

## NOTICE TO MEMBERS

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of AgroTech Foods Limited will be held on Friday the 26<sup>th</sup> July, 2013 at 10.00 A.M. at Residency Hall, Hotel Green Park, Greenlands, Hyderabad – 500 016, Andhra Pradesh to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2013 and the Statement of Profit and Loss for the year ended on that date and the Report of the Directors and Auditors thereon.
2. To declare dividend for the Financial Year ended 31<sup>st</sup> March, 2013.
3. To appoint a Director in place of Mr. Michael D Walter, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Arun Bewoor, who retires by rotation and, being eligible, offers himself for reappointment.
5. To appoint Auditors and to fix their remuneration. M/s. B S R and Co, Chartered Accountants (ICAI Registration No.128510W), the retiring Auditors are eligible for reappointment.

### SPECIAL BUSINESS

6. To appoint Mr. William Lyon Hutton, an Additional Director of the Company, who vacates office at this Meeting and to consider and, if thought fit, to pass, with or without modification, the following Ordinary Resolution of which the prescribed Notice under Section 257 of the Companies Act, 1956 along with a deposit of ₹500/- has been received by the Company. Mr. William Lyon Hutton has filed his consent pursuant to the provisions of Section 264(1) of the Companies Act, 1956 to act as Director, if appointed.

“RESOLVED that Mr. William Lyon Hutton 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.”

7. To consider and if thought fit, to pass, with or without modification, the following Resolution 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 27<sup>th</sup> July, 2013 till 30<sup>th</sup> July, 2014 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.”

8. To consider and if thought fit, to pass, with or without modification, the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED that in accordance with the applicable laws, consent and approval of the Members is hereby accorded to withdraw, the approval granted by the Members vide resolution dated 10<sup>th</sup> June, 2013 passed by way of postal ballot to buy back 1,000,000 fully paid-up equity shares through tender offer route.”

“RESOLVED FURTHER that all acts and deeds done by the Board till date pursuant to the authority granted by the Members of the Company vide its resolution dated 10<sup>th</sup> June, 2013, be and are hereby ratified and approved.”

“RESOLVED FURTHER that Dr. Pradip Ghosh Chaudhuri, Director and Mr. Phani K Mangipudi, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to sign, seal and execute any documents, letters, papers etc. as may be necessary or expedient to give effect to the above resolutions.”

## **Agro Tech Foods Limited**

### **BOOK CLOSURE**

The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 18<sup>th</sup> July, 2013 to Friday, 26<sup>th</sup> July, 2013 (both days inclusive). Share Transfers received in order by 6.00 p.m. on 17<sup>th</sup> July, 2013, will be in time to be passed for payment of dividend, if declared, to the transferees or to their mandatees and the dividend, if declared, will be paid on 23<sup>rd</sup> August, 2013, to those Members entitled thereto and whose names shall appear on the Register

of Members of the Company on 26<sup>th</sup> July, 2013, or to their mandatees, subject however to the provisions of Section 206A of the Companies Act, 1956, or any amendment or modification thereof. In respect of dematerialized shares, the dividend will be payable on the basis of beneficial ownership as on 23<sup>rd</sup> August, 2013, as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

Date: 26<sup>th</sup> June, 2013

Registered Office:  
31, Sarojini Devi Road  
Secunderabad – 500 003  
Andhra Pradesh  
India

By order of the Board  
For **Agro Tech Foods Limited**

**Phani K Mangipudi**  
Company Secretary

### **NOTES:**

1. In accordance with the Provisions of Section 173 of the Companies Act, 1956 and the Listing Agreement an Explanatory Statement in respect of item Nos. 6, 7 and 8 being items of Special Business is annexed.
2. A Member entitled to attend and vote on a poll is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member. Proxies in order to be effective must be received by the Company not less than forty eight hours before the Annual General Meeting.
3. Members are requested to bring their copies of the Reports and Accounts to the Meeting.
4. Members are requested to notify any change in their address immediately to Karvy Computershare Private Limited, Plot No. 17-24, Vithal Rao Nagar, Madhapur, Hyderabad - 500 081.
5. As part of the Green Initiative of the Ministry of Corporate Affairs, the Members who wish to receive notice/documents through e-mail, may kindly intimate their e-mail addresses to the Company's Compliance Officer at phani.mangipudi@atfoods.com.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956 AND THE LISTING AGREEMENT**

### **Item No. 6**

Mr. William Lyon Hutton was appointed as an Additional Director of the Company in terms of Section 260 of the Companies Act, 1956 on 25<sup>th</sup> July, 2012 and he holds office up to the date of this Annual General Meeting. Notice under Section 257 of the Companies Act, 1956 along with the requisite deposit of ₹500/- has been received from a Member proposing the appointment of Mr. William Lyon Hutton as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation. Mr. William Lyon Hutton filed his consent pursuant to the provisions of Section 264(1) of the Companies Act, 1956 to act as Director, if appointed.

### **Interest of Directors :**

Mr. William Lyon Hutton may be deemed to be interested in the above Resolution in so far as the same relates to him. No other Director of your Company is interested in this Resolution.

Your Directors recommend the Resolution for your approval.

### **Item No. 7**

The Board of Directors on the recommendation of the Remuneration & Nominations Committee recommended for approval of the Members, the reappointment of Dr. Pradip Ghosh Chaudhuri as Whole-time Director of the Company with effect from 27<sup>th</sup> July, 2013 till 30<sup>th</sup> July, 2014 or till the date of the next Annual General Meeting, whichever is earlier on the following remuneration:

#### **(I) Salary:**

₹1,85,000/- per month with annual increments (which in accordance with the Rules of the Company is 1<sup>st</sup> July every year) up to a maximum of 25% with liberty to the Board of Directors to sanction any further increase over and above the mentioned percentage, as it may in its absolute discretion, determine.

#### **(II) Perquisites:**

In addition to the aforesaid salary, Dr. Pradip Ghosh Chaudhuri shall be entitled to perquisites like medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, ESOP, performance linked incentive by whatever name called, etc. in accordance with the rules of the Company, the

monetary value of such perquisites being limited to ₹40/- Lakhs per annum, for the purposes of which limit perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in absence of any such Rule, perquisites shall be evaluated at actual cost. However, the following shall not be included in the aforesaid perquisite limit:

- a. Rent free furnished accommodation owned/leased/ rented by the Company or Housing Allowance in lieu thereof, as per the rules of the Company.
- b. Contribution to Provident Fund and Superannuation Fund up to 27% of salary and contribution to Gratuity Fund up to 5% of salary as defined in the rules of the respective Funds, or up to such other limit as may be prescribed under the Income Tax Act, 1961 and the rules there under for this purpose.
- c. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- d. Use of Company car for official purposes and telephone at residence (including payment for local calls and long distance official calls).
- e. Encashment of unavailed leave as per the rules of the Company at the time of retirement/cessation of service.
- f. Long service award as per the rules of the Company.
- g. Costs and expenses incurred by the Company in connection with joining/ transfer from one location to another as per the rules of the Company.

#### **(iii) Minimum Remuneration:**

In the event of loss or inadequacy of profits in any year during the period of his reappointment, Dr. Pradip Ghosh Chaudhuri will be paid remuneration including perquisites as per Schedule XIII of the Companies Act, 1956 or such other limit as may be prescribed under the Companies Act from time to time.

Dr. Pradip Ghosh Chaudhuri will not be entitled to any sitting fee for attending Meetings of the Board or of any Committee thereof.

## **Agro Tech Foods Limited**

The aforesaid reappointment and remuneration payable to Dr. Pradip Ghosh Chaudhuri may be further varied, altered or modified as may be agreed to by the Board of Directors and Dr. Pradip Ghosh Chaudhuri, in the light of any amendment/modification of the Companies Act or any re-enactment thereof within the limit prescribed under Schedule XIII of the Companies Act, 1956.

Dr. Pradip Ghosh Chaudhuri is the General Manager - Manufacturing of your Company. He is M.Tech, Ph.D with more than 38 years' experience in Industry. He joined the Company in 1996. Dr. Pradip Ghosh Chaudhuri has done his M. Tech in Chemical Engineering & Chemical Technology from Applied Chemistry Dept, Calcutta University and completed his Doctoral from same institute under Prof. D. K. Bhattacharjee. He published research papers in national & international Journals. He has 38 years of research & industrial experience in oils & fats and allied fields and worked in past with Swastik Industries, Gem Refineries and K. N. Oil Industries in various parts of India, who are pioneers in processing /export of edible ricebran oil and exotic confectionary fat of Indian origin. His contributions to the Company have been invaluable.

Your Directors consider that it would be appropriate and desirable to reappoint him as his experience will be beneficial to the Company. Dr. Pradip Ghosh Chaudhuri continues to hold office as General Manager - Manufacturing. As appointment and remuneration are subject to compliance with the requirement of Section 314 and other applicable provisions of the Companies Act, 1956, your Directors commend passing of the Special Resolution set out in the Notice of the Meeting.

### **Interest of Directors**

Excepting Dr. Pradip Ghosh Chaudhuri, who is interested in his reappointment and the remuneration /minimum remuneration payable to him, no other Director of your Company is concerned or interested in the said Resolution.

This may be treated as his memorandum issued pursuant to the provisions of Section 302 of the Companies Act, 1956.

Your Directors recommend the Resolution for your approval.

### **Item No. 8**

The Members of the Company had approved the buy-back of 1,000,000 fully paid up equity shares at a maximum buy back price of ₹520/- per share, vide resolution dated 10<sup>th</sup> June, 2013 passed by way of postal ballot. However, when the offer was due to be made, the market price of the Company shares were over and above the buyback offer price of ₹520/- per share. Hence, the Board of Directors, pursuant to the authorization given by the shareholders, in its absolute discretion and in the interests of the Company, decided not to take further steps in the buy back process and to call off the buyback.

Accordingly, the Company seeks your consent to rescind the approval granted by the Members vide resolution dated 10<sup>th</sup> June, 2013 passed by way of postal ballot to buy back 1,000,000 fully paid-up equity shares through tender offer route.

### **Interest of Directors**

None of the Directors of the Company are concerned or interested in the proposed Special Resolution.

Your Directors recommend the Resolution for your approval.

Date: 26<sup>th</sup> June, 2013

Registered Office:  
31, Sarojini Devi Road  
Secunderabad - 500 003  
Andhra Pradesh  
India

By order of the Board  
For **Agro Tech Foods Limited**

**Phani K Mangipudi**  
Company Secretary