Agro Tech Foods Limited

MINUTES OF THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF AGRO TECH FOODS LIMITED HELD ON FRIDAY, THE 24TH JULY, 2015 AT 10.00 AM AT THE MANOHAR, OLD AIRPORT EXIT ROAD, BEGUMPET, HYDERABAD – 500 016, TELANGANA.

. PRESENT:

DIRECTORS

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

MR. JAVIER EDUARDO ALARCON RUIZ

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

MR. NARENDRA AMBWANI

MS. VEENA GIDWANI

DR. PRADIP GHOSH CHAUDHURI

COMPANY SECRETARY

MR. PHANI K MANGIPUDI

BY INVITATION

MR. SACHIN GOPAL

There were more than 30 Members and proxy holders present at this meeting whose details are as per Anaexure.

- In the absence of the Chairperson, Lt. Gen D B Singh, was elected as Chairman of the Meeting and conducted the Meeting, and introduced the President and the Directors present. He explained the reason for the absence of the chairperson, The Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee was present. The Statutory Auditors and the Secretarial Auditor of the Company were present at the meeting. The Scrutinizer appointed by the Board was present.
- 2. The Notice dated 24th June, 2015 convening the Twenty Eighth Annual General Meeting and the related Explanatory Statement and the Directors' Report and Accounts, for the financial year ended 31st March, 2015, 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 and the Register of Contracts and arrangements in which Directors are interested were placed before the Meeting in accordance with the requirements of Section 170(1) and 189 of the Companies Act, 2013 respectively, and it remained open and accessible during the meeting to all persons attending the meeting.

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- The signed Auditors' Report and Secretarial Audit Report was kept on the table throughout the Meeting.
- The Chairman delivered his speech on the occasion of the Twenty Eighth Annual General Meeting.
- 6. The Chairman thereafter informed the Members and Proxies that the Company had provided the facility to cast the vote electronically on all Resolutions set forth in the Notice of the 28th Annual General Meeting. It was also informed that Members who did not cast their votes electronically yet and who were present at this Meeting will have an opportunity to cast their votes at the end of the Meeting and that there would be no voting by show of hands at this Annual General Meeting. Mr. Tumuluru Krishna Murty, Practicing Company Secretary was appointed as Scrutinizer for remote electronic voting and the Postal Ballot Voting at the AGM.
- 7. Thereafter, the following Resolutions were read out by the Chairman along with their objective & implications.

ORDINARY BUSINESS

RESOLUTION NO. 1: ORDINARY RESOLUTION

8. ADOPTION OF ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31ST
MARCH. 2015

"RESOLVED that the Balance Sheet of the Company as at 31st March, 2015 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."

The Chairman mentioned that if the Shareholders had any questions on the Company's working during the year under review, Mr. Sachin Gopai, President would be glad to answer the same. Thereafter, a few members put forth their queries, questions, clarifications, and suggestions. The President thanked the shareholders for their keen interest in the Company's working and prospects and replied to the questions they had put forth.

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RESOLUTION NO.2: ORDINARY RESOLUTION

9. TO DECLARE A DIVIDEND FOR THE FINANCIAL YEAR ENDED 31^{5T}
MARCH, 2015

*RESOLVED that a Dividend at the rate of 20% i.e. Rs. 2.00/- 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, 2015 and will be paid on 20th August, 2015 to those Members of the Company entitled thereto whose names appear on the Register of Members as on 24th July, 2015.

RESOLUTION NO.3: ORDINARY RESOLUTION

10. REAPPOINTMENT OF MR. JAVIER EDUARDO ALARCON RUIZ

"RESOLVED that Mr. Javier Eduardo Alarcon Ruiz 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".

RESOLUTION NO.4: ORDINARY RESOLUTION

11. RATIFICATION OF APPOINTMENT OF M/S, B S R & ASSOCIATES, LLP, CHARTERED ACCOUNTANTS AS AUDITORS

"RESOLVED that M/s. B S R & Associates LLP, Chartered Accountants, (ICAI Registration.No.116231W) who were appointed as the Statutory Auditors of the Company pursuant to the Resolution passed by the Members at the Annual General Meeting held on 17th July, 2014, to hold office from the conclusion of the 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company, be and is hereby ratified and the Board of Directors be and are hereby authorized to fix their remuneration."

SPECIAL BUSINESS

RESOLUTION NO.5: ORDINARY RESOLUTION

12. APPOINTMENT OF MS. ANNA ELIZABETH BIEHN AS A DIRECTOR

"RESOLVED that Ms. Anna Elizabeth Biehn 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".

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RESOLUTION NO.6: SPECIAL RESOLUTION

13. REAPPOINTMENT OF DR. PRADIP GHOSH CHAUDHURI AS A WHOLE-TIME DIRECTOR

"RESOLVED that pursuant to the provisions of Sections 196, 197, 188, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 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 25th July, 2015 till 31st July, 2016 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 Nomination and Remuneration Committee and agreed to by Dr. Pradip Ghosh Chaudhuri, be and the same is hereby approved."

RESOLUTION NO.7: SPECIAL RESOLUTION

14. AMENDMENT OF AGRO TECH EMPLOYEE STOCK OPTION PLAN TO ALIGN IT WITH THE SEBI (SHARE BASED EMPLOYEE BENEFITS)
REGULATIONS, 2014 AND ITS IMPLEMENTATION THROUGH TRUST

"RESOLVED THAT in partial modification of the earlier resolution passed as Item No. 6, at the Annual General Meeting of the Company held on 25th July, 2012 and any further modification thereof, and pursuant to the applicable provisions of the Companies Act, 2013 ("the Act"), the rules made thereunder, the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed, the provisions of the Articles of Association of the Company and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the "Regulations"), and any other applicable laws, to the extent applicable, approval of the members be and is hereby granted to the proposed amended Employee Stock Option Plan of the Company i.e. "Agro Tech Employee Stock Option Plan" ("Aligned Plan") as detailed in the explanatory statement annexed hereto, so that the provisions of the Aligned Plan are in accordance with the Regulations and to implement the Aligned Plan through the Agro Tech ESOP Trust in due compliance with the provisions of Regulations and other applicable laws."



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"RESOLVED FURTHER THAT the Board (including the Nomination and Remuneration Committee or any other Committee of the Board) be and is hereby authorized to make any modifications, changes, variations, alterations or revisions to the Aligned Plan, as it may deem fit, from time to time and/or amend, modify, alter, vary, suspend, withdraw or revive the Aligned Plan from time to time in conformity with the provisions of the Act, the Regulations and other applicable laws, circulars and guidelines, unless such variation, amendment, modification or alteration is detrimental to the material interest of the employees of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including the Nomination and Remuneration Committee or any other Committee of the Board) be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, and with the power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the members and also to amend or execute any trust deed(s) for implementation of the Aligned Plan."

RESOLUTION NO.8: SPECIAL RESOLUTION

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15. AUTHORIZATION TO AGRO TECH ESOP TRUST TO UNDERTAKE SECONDARY ACQUISITION

"RESOLVED THAT for purposes of implementing the amended Agro Tech Employee Stock Option Plan of the Company ("Aligned Plan"), the Agro Tech ESOP Trust ("Trust") be and is hereby authorised to acquire the shares of the Company including by way of purchase or subscription of shares in compliance with the terms of the SEBI (Share Based Employee Benefits) Regulations, 2014 ("Regulations") and to hold, transfer and deal in the shares of the Company for the said purpose and to do all such acts, deeds and things as may be incidental or ancillary in this regard."

"RESOLVED FURTHER THAT the total number of shares under secondary acquisition held by the Trust shall at no time exceed 5% of the paid up equity capital of the Company as at the end of the financial year i.e. as at 31st March, 2015, being the immediately preceding financial year, in one or more tranches and from time to time, with a view to deal in such equity shares for the purposes of the Aligned Plan or for any other purpose(s) as permitted under and in due compliance with the provisions of the Regulations and other applicable laws."



"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board (including the Nomination and Remuneration Committee or any other Committee of the Board) or the officers authorised by the Board in this regard be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

RESOLUTION NO.9: SPECIAL RESOLUTION

16. PROVISIONING OF MONEY BY THE COMPANY FOR PURCHASE OF SUBSCRIPTION OF ITS OWN SHARES BY THE AGRO TECH ESOP TRUST/TRUSTEES FOR THE BENEFIT OF PARTICIPANTS UNDER THE AGRO TECH EMPLOYEE STOCK OPTION PLAN

"RESOLVED THAT pursuant to the provisions of Section 67 of the Companies Act 2013 ("Act") and all other applicable provisions, if any, of the Act read with rules framed thereunder, the Articles of Association of the Company, SEBI (Share Based Employee Benefits) Regulations, 2014, as amended from time to time, Rule 16 and any other applicable rule of the Companies (Share Capital and Debentures) Rules, 2014 ("Companies Rules") as amended from time to time, consent of the Company be and is hereby accorded to the provision of money for the purchase of, or subscription for, shares in the Company or its holding company, if the purchase of or subscription for the shares by trustees is for the shares to be held by or for benefit of the employees of the Company, within the statutory limit for such purchase or subscription, as prescribed or as may be prescribed under the Companies Rules."

"RESOLVED FURTHER THAT the trustees including as may be appointed from time to time, of the Trust shall ensure compliance with the provisions of the Regulations, Companies Rules and all other applicable laws at all times in this regard."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (including the Nomination and Remuneration Committee or any other Committee of the Board) or the officers authorised by the Board in this regard be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."



RESOLUTION NO.10: SPECIAL RESOLUTION

17. KEEPING THE REGISTER OF MEMBERS. INDEX OF MEMBERS AND INFORMATION AT KARVY COMPUTERSHARE PRIVATE LIMITED

"RESOLVED that pursuant to Section 88 and 94 and all other applicable provisions of the Companies Act, 2013 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 88 and 94 of the Act, together with copies of the certificates and documents required to be annexed thereto under Section 94 of the Act at the office of M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad — 500 032 or such other place of the office of Karvy Computershare Private Limited within the city limits of Hyderabad with effect from such date as has been decided by the Board of Directors."

RESOLUTION NO.11: ORDINARY RESOLUTION

18. REMUNERATION OF M/S. VAJRALINGAM & CO., COST ACCOUNTANTS

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any modification(s) or re-enactment thereof, M/s. Vairalingam & Co., Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2015-16, be paid remuneration of Rs. 1,00,000/-(excluding taxes) and out of pocket expenses."

- 19. After all the above Resolutions were read out, the Chairman authorized Mr. Phani Mangipudi, Company Secretary and Mr. Tumuluru Krishna Murthy, Scrutinizer to supervise and conduct the poll.
- 20. While the procedure to vote through physical ballot was being elaborated by Mr. Phani Mangipudi, Mr. Tumuluzu Krishna Murthy displayed the empty ballot boxes to the audience and sealed the ballot boxes in their presence.
- The Members and proxies casted their vote by dropping the polling paper, which was in the format as per Form MGT 12, in the ballot boxes.
- 22. The Chairman of the Meeting, thereafter thanked the Members present and informed them that the Meeting would come to a close once the polling process is complete.



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23. Mr. Tumuluru Krishna Murthy, the Scrutinizer, with the help of technical support, opened the seal of the ballot boxes in the presence of two witnesses who were not employees of the Company and started scrutinizing the ballot papers and thereafter submitted his report on both the e-voting and physical voting to the Chairman and the consolidated results were as follows:

Resolution No.	Description	Votes in Favour	Votes Against
1	Adoption of Accounts for the financial year ended 31st March, 2015.		22
2,	Declaration of Dividend.	1,83,97,965	38
3.	Appointment of Mr. Javier 1,82,26,356 Eduardo Alarcon Ruiz as a Director.		171647
4.	Ratification of appointment 1,83,97,981 of M/s. B S R & Associates LLP, Chartered Accountants as the Statutory Auditors.		22
5.	Appointment of Ms Anna Elizabeth Bichn as a Director.	1,83,97,547	456
6.	Reappointment of Dr. Pradip Ghoah Chaudhuri as Whole- time Director.	1,83,97,981	22
7.	Amendment of Agro Tech Employee Stock Option Plan to align it with the SEBI (Share Based Employee Benefits) Regulations, 2014 and its implementation through trust.		22
8.	Authorization to Agro Tech ESOP Trust to undertake secondary acquisition	1,83,97,981	22
9.	Provisioning of money by the Company for purchase or subscription of its own shares by the Agro Tech ESOP Trust/trustees for the benefit of participants under the Agro Tech Employee Stock Option Plan.	1,83,97,981	22



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10.	Keeping the Register of Members, Index of Members and information at Karvy Computershare Pvt. Ltd. Karvy Selenium, Tower B, Plot No. 31-32, Gachibowti, Financial District, Nanakramguda, Hyderabad-500032		533
11.	Remuneration of M/s. Vajralingam & Co., Cost Accountants as Cost Auditors	1,83,97,981	22

The Chairman declared based on the Scrutinizer's Report that all the above Resolutions were declared as carried with requisite majority.

24. The business before the Twenty Highth Annual General Meeting of the Company having been transacted concluded.

CHAIRMAN

CHARRIAN TERFFALL

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