

Agro Tech Foods Limited

27th July, 2016

The Secretary,
Mumbai Stock Exchange,
27th Floor, 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 Sirs,

Sub: Details regarding the outcome and Voting Results of the 29th Annual General Meeting

We enclose in terms of Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a summary of the proceedings of the 29th Annual General Meeting (AGM) of the Company held on Wednesday the 27th July, 2016 at Hyderabad.

We inform that all the Resolutions, as set out in the Notice of the 29th AGM dated 26th April, 2016 have been passed by the Members through requisite majority. The voting results in the prescribed format as per Regulation 44(3) of the Regulations and the Report of the Scrutineers, are also enclosed.

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For Agro Tech Foods Limited


PHANI K MANGIPUDI
COMPANY SECRETARY

Encl: a/a.

ATFL an affiliate of
ConAgra
Foods
Food you love

Agro Tech Foods Limited

Proceedings of the Annual General Meeting held on 27th July, 2016

The Twenty Ninth Annual General Meeting of the Company was held on 27th July, 2016, at The Manohar, Old Airport Exit Road, Begumpet, Hyderabad – 500 016, Telangana. The Chairperson, Ms. Anna Elizabeth Blehn conducted the Meeting. After delivering the speech, the Ordinary and Special items of business were covered. Queries of the shareholders were clarified by the Management. The status of the Resolutions approved by remote e-voting and physical ballot set out in the Notice are as follows:

<u>Resolution No.</u>	<u>Description</u>	<u>Result</u>
Ordinary Business:		
1.	Adoption of the Financial statements for the financial year ended 31/03/16, the Report of the Directors and the Auditors	Approved by requisite majority
2.	Declaration of Dividend	Approved by requisite majority
3.	Reappointment of Ms. Anna Blehn as a Director	Approved by requisite majority
4.	Ratification of the appointment of M/s. B S R & Associates LLP, as Statutory Auditors	Approved by requisite majority
Special Business:		
5.	Appointment of Mr. Steven Lee Harrison as a Director	Approved by requisite majority
6.	Appointment of Mr. Sachin Gopal as a Director	Approved by requisite majority
7.	Appointment of Mr. Sachin Gopal as the Managing Director	Approved by requisite majority
8.	Approval of Payment of Commission to Non-Executive Independent Directors	Approved by requisite majority
9.	Appointment of M/s. Vajralingam & Co., Cost Accountants as Cost Auditors	Approved by requisite majority



ATFL an affiliate of
ConAgra
Foods
Food you love

AGRO TECH FOODS LIMITED	
Date of the AGM/EGM	27-07-2016
Total number of shareholders on record date	14192
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	1
Public:	493
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

ORDINARY - Adoption of Accounts for the financial year ended 31st March, 2016									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
	Yes	E-Voting	12616619	12616619	0.0000	00	0	0.0000	0.0000
		Poll	12616619	12616619	100.0000	12616619	0	100.0000	0.0000
Promoter and Promoter Group		Postal Ballot (if applicable)	12616619	0	0.0000	00	0	0.0000	0.0000
		E-Voting	3577253	2730481	76.3290	2730481	0	100.0000	0.0000
		Poll	3577253	0	0.0000	00	0	0.0000	0.0000
Public- Institutions		Postal Ballot (if applicable)	3577253	0	0.0000	00	0	0.0000	0.0000
		E-Voting	8175392	1844637	22.5636	1844637	22	99.9988	0.0011
		Poll	8175392	1197822	14.6516	1197822	0	100.0000	0.0000
Public- Non Institutions		Postal Ballot (if applicable)	8175392	0	0.0000	00	0	0.0000	0.0000
		Total	24369264	18389581	75.4672	18389581	22	99.9999	0.0001

ORDINARY - Declaration of Dividend	
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?
	Yes

(Signature)



(Signature)
 CHAIRMAN KUNAT
 REV (1-17)

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	12616619	0	0.0000	00	0	0.0000	0.0000
	Poll	12616619	12616619	100.0000	12616619	0	100.0000	0.0000
	Postal Ballot (if applicable)	12616619	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	3577253	2730481	76.3290	2730481	0	100.0000	0.0000
	Poll	3577253	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3577253	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	8175392	1844659	22.5636	1844637	22	99.9988	0.0011
	Poll	8175392	1197822	14.6516	1197822	0	100.0000	0.0000
	Postal Ballot (if applicable)	8175392	0	0.0000	00	0	0.0000	0.0000
Total		24369264	18389581	75.4622	18389559	22	99.9999	0.0001

Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	ORDINARY - Reappointment of Ms. Anna Elizabeth Biehn, who retires by rotation and being eligible offers herself for reappointment	Yes	No	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	12616619	0	0.0000	00	0	0	0.0000	0.0000
	Poll	12616619	12616619	100.0000	12616619	0	0	100.0000	0.0000
	Postal Ballot (if applicable)	12616619	0	0.0000	00	0	0	0.0000	0.0000
Public- Institutions	E-Voting	3577253	2730481	76.3290	2629976	100505	100505	96.3191	3.6808
	Poll	3577253	0	0.0000	00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	3577253	0	0.0000	00	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	8175392	1844659	22.5636	1844353	306	306	99.9834	0.0165
	Poll	8175392	1197822	14.6516	1197822	0	0	100.0000	0.0000
	Postal Ballot (if applicable)	8175392	0	0.0000	00	0	0	0.0000	0.0000



Signature

Handwritten signature and name: Anna Elizabeth Biehn

Total	24365264	18389581	75.4622	18288770	100811	99.4518	0.5482
-------	----------	----------	---------	----------	--------	---------	--------

ORDINARY - Ratification of Appointment of M/s. B S R & Associates LLP, Chartered Accountants as Statutory Auditors of the Company							
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are Interested in the agenda/resolution?							
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Mode of Voting	12616619	0	0.0000	00	0	0.0000	0.0000
E-Voting	12616619	12616619	100.0000	12616619	0	100.0000	0.0000
Postal Ballot (if applicable)	12616619	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	3577253	2730481	76.3290	2730481	0	100.0000	0.0000
E-Voting	3577253	0	0.0000	00	0	0.0000	0.0000
Postal Ballot (if applicable)	3577253	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	8175392	1844659	22.5636	1843857	802	99.9565	0.0434
E-Voting	8175392	1197822	14.6516	1197822	0	100.0000	0.0000
Postal Ballot (if applicable)	8175392	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	24365264	18389581	75.4622	18388779	802	99.9956	0.0044
Total							

ORDINARY - Appointment of Mr. Steven Lee Harrison as a Director							
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are Interested in the agenda/resolution?							
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Mode of Voting	12616619	0	0.0000	00	0	0.0000	0.0000
E-Voting	12616619	12616619	100.0000	12616619	0	100.0000	0.0000
Postal Ballot (if applicable)	12616619	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	3577253	2730481	76.3290	2730481	0	100.0000	0.0000
E-Voting	3577253	0	0.0000	00	0	0.0000	0.0000
Postal Ballot (if applicable)	3577253	0	0.0000	00	0	0.0000	0.0000
Total							



[Handwritten signature]

[Handwritten signature]
[Handwritten signature]

Public- Institutions	Postal Ballot (if applicable)	3577253	0	0.0000	00	0	0.0000	0.0000	0.0000
	E-Voting	8175392	1844659	22.5636	1844353	306	99.9834	0.0165	0.0165
	Poll	8175392	1197822	14.6516	1197822	0	100.0000	0.0000	0.0000
Public- Non institutions	Postal Ballot (if applicable)	8175392	0	0.0000	00	0	0.0000	0.0000	0.0000
	Total	24369264	18389581	75.4622	18389275	306	99.9983	0.0017	0.0017

ORDINARY - Appointment of Mr. Sachin Gopal as a Director									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100		
Promoter and Promoter Group	Mode of Voting								
	E-Voting	12616619	0	0.0000	00	0	0.0000	0.0000	0.0000
	Poll	12616619	12616619	100.0000	12616619	0	100.0000	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	12616619	0	0.0000	00	0	0.0000	0.0000	0.0000
	E-Voting	3577253	2730481	76.3290	2730481	0	100.0000	0.0000	0.0000
	Poll	3577253	0	0.0000	00	0	0.0000	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	3577253	0	0.0000	00	0	0.0000	0.0000	0.0000
	E-Voting	8175392	1844659	22.5636	1843535	1124	99.9390	0.0609	0.0609
	Poll	8175392	1197822	14.6516	1197822	0	100.0000	0.0000	0.0000
	Postal Ballot (if applicable)	8175392	0	0.0000	00	0	0.0000	0.0000	0.0000
	Total	24369264	18389581	75.4622	18388457	1124	99.9939	0.0061	0.0061

ORDINARY - Appointment of Mr. Sachin Gopal as the Managing Director									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100		
Promoter and Promoter Group	Mode of Voting								
	E-Voting	12616619	0	0.0000	00	0	0.0000	0.0000	0.0000

Handwritten signature
CHAPRA KUNDA



Handwritten signature

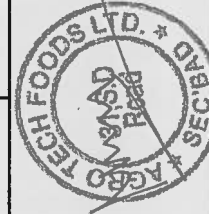
Promoter and Promoter Group	Poll	12616619	12616619	100.0000	12616619	0	100.0000	0.0000
	Postal Ballot (if applicable)	12616619	0	0.0000	00	0	0.0000	0.0000
	E-Voting	3577253	2730481	76.3290	2730481	0	100.0000	0.0000
	Poll	3577253	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	3577253	0	0.0000	00	0	0.0000	0.0000
	E-Voting	8175392	1844659	22.5636	1843573	1086	99.9411	0.0588
	Poll	8175392	1197822	14.6516	1197822	0	100.0000	0.0000
Public- Non institutions	Postal Ballot (if applicable)	8175392	0	0.0000	00	0	0.0000	0.0000
	Total	24369264	18389581	75.4622	18388495	1086	99.9941	0.0059

ORDINARY - Approval for payment of Commission to Non-Executive Independent Directors

Resolution required: (Ordinary/ Special)	Yes	No	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category									
Promoter and Promoter Group			12616619	12616619	100.0000	12616619	0	0.0000	0.0000
			12616619	0	0.0000	00	0	0.0000	0.0000
Public- Institutions			3577253	2730481	76.3290	2730481	0	100.0000	0.0000
			3577253	0	0.0000	00	0	0.0000	0.0000
Public- Non institutions			8175392	1844659	22.5636	1843819	840	99.9544	0.0455
			8175392	1197822	14.6516	1197822	0	100.0000	0.0000
			8175392	0	0.0000	00	0	0.0000	0.0000
			24369264	18389581	75.4622	18388741	840	99.9954	0.0046

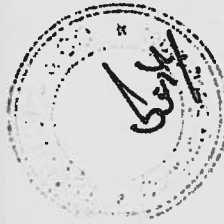
ORDINARY - Appointment of M/s. Vajralingam & Co., Cost Accountants as Cost Auditors

Resolution required: (Ordinary/ Special)	Yes	No
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	



Signature
 CIP PRAKUNAR
 KCP-ITD

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6) = (4)/(2)* 100	% of votes against on votes polled (7) = (5)/(2)* 100
	E-Voting	12616619	0	0.0000	00	0	0.0000	0.0000
	Poll	12616619	12616619	100.0000	12616619	0	100.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	12616619	0	0.0000	00	0	0.0000	0.0000
	E-Voting	3577253	2730481	76.3290	2730481	0	100.0000	0.0000
	Poll	3577253	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	3577253	0	0.0000	00	0	0.0000	0.0000
	E-Voting	8175392	1844659	22.5636	1844637	22	99.9988	0.0011
	Poll	8175392	1197822	14.6516	1197822	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	8175392	0	0.0000	00	0	0.0000	0.0000
	Total	243692764	18389581	75.4622	18389559	22	99.9999	0.0001



Approved
 [A 1169 Kumar]
 KRC-670

27th July, 2016

To
The Chair Person
Agro Tech Foods Limited
CIN : L15142TG1986PLC006957

31, Sarojini Devi Road,
Secunderabad, Telangana – 500003

SCRUTINIZER REPORT

1. Appointment as Scrutinizer:

I, Tumuluru Krishna Murty, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Agro Tech Foods Limited (“the Company”) for the remote e-voting as well as the Ballot voting and Poll to be conducted at the 29th Annual General Meeting (AGM) of the Company held on Wednesday, July 27, 2016 at 10.00 AM at The Manohar, Old Airport Exit Road, Begumpet, Hyderabad – 500 016, Telangana.

2. Dispatch of Notice convening the Meeting:

The Company has informed that, on the basis of the Register of Members maintained by the Register & Transfer Agents of the Company i.e Karvy Computershare Private Limited and the List of Beneficiary Owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the company completed dispatch of the Notice of the AGM:

- By e-mail to 6349 Members who had registered their email-ids with Depositories/ the Company
- By Registered Parcel to 7779 Members, by Registered Air-mail to 9 Members.

3. Cut-off Date:

The Voting rights were reckoned as on Tuesday, July 19, 2016, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and Ballot voting at the AGM.

4. Remote E-voting:

4.1 Agency: The Company had appointed M/s. Karvy Computershare Private Limited (Karvy) as the agency for providing the remote e-voting platform.



4.2 Remote e-voting: Remote e-voting platform was open from 9 AM (IST) on Saturday, July 23rd, 2016 to 5 PM (IST) on Tuesday, July 26, 2016 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions and Special Resolutions, on the e-voting platform provided by Karvy

5. Voting at the AGM:

5.1 As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the AGM, I had access after closure of period of remote e-voting and before the start of AGM, to such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, Karvy, the e-voting Agency provided us with the names, DP id / folio numbers and shareholding of the members who had cast their votes through remote e-voting.

5.3 The Company had authorized Karvy to provide/ conduct Voting at the meeting through Ballot Paper.

6. Counting Process

6.1 On completion of voting at the AGM, Karvy provided me with the List of members who had cast their votes, with their holding details and details of vote on each of the Resolutions.

6.2 The votes were reconciled with the records maintained by the Company and Registrar & Share Transfer Agents with respect to the authorizations / proxies lodged with the Company.

6.3 I unblocked the remote e-voting results on the Karvy E-voting platform before two witnesses who are not in employment of the Company and downloaded the e-voting results. The witnesses have also signed this Report in confirmation of the votes being unblocked in their presence.

6.4 The Ballot boxes were opened before the same two witnesses at the AGM Venue.

6.5 Required data was provided by Karvy on the e-voting and Poll(Voting by Ballot Paper) conducted at the AGM Venue

7. Results

7.1 I observed that:

- a) 27 Members/ Proxies have cast their votes through Poll at the AGM.
- b) 32 Members had cast their votes through remote e-voting



7.2 The consolidated Results with respect to each items on the agenda as set out in the Notice of the 29th AGM dated 26th April, 2016 is enclosed.

7.3 Based on the aforesaid results, 7 Ordinary Resolutions as contained in Item Nos, 1 to 6 and 9 and 2 Special Resolutions in Item Nos. 7 and 8 of the Notice dated 26th April, 2016, have been passed with **Requisite majority**.

7.4 Soft copy of the List of members, for both voting at the AGM as well as remote e-voting containing the details of members who voted "FOR", "AGAINST" and those whose votes were considered as invalid for each resolution will be emailed to the Company Secretary, after the announcement of the Results of the Company.

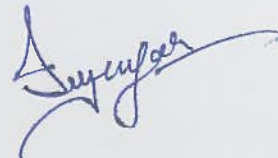
Witnesses:

1.


28/07/16

M.D. SHANOOR

2.



M.S. SURESH BABU



Tumuluru Krishna Murty

Date: July 27, 2016.

Place: Secunderabad

TUMULURU KRISHNA MURTY

Company Secretary in Practice

FCS.142, CP 1293

TUMULURU & CO

Company Secretaries

