

Notice for 30th Annual General Meeting

Agro Tech Foods Limited

Making the food India loves.

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Agro Tech Foods Limited

NOTICE TO MEMBERS

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of Agro Tech Foods Limited will be held on Wednesday, the 26th July, 2017 at 10.00 A.M. at The Manohar, Old Airport Exit Road, Begumpet, Hyderabad – 500 016, Telangana to transact the following businesses :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year Ended at 31st March, 2017, the Consolidated Financial Statements for the said Financial Year and the Report of the Directors and Auditors thereon.
2. To declare a dividend for the Financial Year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Steven Lee Harrison who retires by rotation and being eligible, offers himself for reappointment.
4. To ratify the appointment of M/s. B S R & Associates LLP, Chartered Accountants (ICAI Registration.No.116231W/W-100024), as the Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

5. To appoint Ms. Denise Lynn Dahl, 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 160 of the Companies Act, 2013 along with deposit of ₹ 1,00,000/- has been received by the Company. Ms. Denise Lynn Dahl has filed her consent pursuant to the provisions of section 152 of the Companies Act, 2013 to act as Director, if appointed.

“RESOLVED that Ms. Denise Lynn Dahl be and is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

6. To consider and if thought fit, to pass, with or without modification, the following Resolution as an ORDINARY RESOLUTION:

“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. Vajralingam & 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 2017-18, be paid remuneration as set out in the Statement annexed to the Notice convening this Meeting”.

BOOK CLOSURE

The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 19th July, 2017 to Wednesday, 26th July, 2017 (both days inclusive). Share Transfers received in order by 6.00 p.m. on 18th July, 2017, 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 18th August, 2017, to those Members entitled thereto and whose names shall appear on the Register of Members of the Company on 26th July, 2017, or to their mandatees. In respect of dematerialized shares, the dividend will be payable on the basis of beneficial ownership as on 18th

July, 2017, as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

NOTES:

1. In accordance with the Provisions of Section 102 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), 2015, an Explanatory Statement in respect of item Nos. 5 to 6 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. Proxy form is enclosed towards the end of the Annual Report.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder.

3. Members are requested to bring their copies of the Reports and Accounts to the Meeting.
4. The business of the Meeting will also be transacted through electronic voting system and your Company is providing the facility for voting by electronic means. For more details and instructions on e-voting please refer to the last page of the Annual Report.

5. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolution proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Tuesday, 18th July, 2017, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e- voting). The remote e-voting period will commence at 9.00 A.M. on Saturday, 22nd July, 2017 and will end at 5.00 P.M. on Tuesday 25th July, 2017. The Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed Mr. Tumuluru Krishna Murty, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

6. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic System (ECS) for recovering dividends.

Agro Tech Foods Limited

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
8. Members are requested to notify any change in their address immediately to Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Karvy.
10. The Annual Report for 2016-17 including the Notice for the 30th Annual General Meeting is being sent through electronic mode only to members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For Members who have not registered their email addresses, physical copies of the Annual Report 2016-17 are being sent by the permitted mode.
11. In case of joint holders attending the meeting only such joint holder who is higher in the order of names, will be entitled to vote at the meeting.
12. Unclaimed dividend for the financial year ended 31st March, 2010 will be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF') on 3rd September, 2017, pursuant to the provisions of Section 205A of the Companies Act, 1956 / Section 124 of the Companies Act, 2013, once notified. In respect of the said unclaimed dividend, it will not be possible to entertain claims received by Karvy Computershare Private Limited, Registrar and Share Transfer Agents after 25th July, 2017.

Details of unclaimed dividend in respect of the financial year ended 31st March, 2010 and up to and including the financial year ended 31st March, 2015 are available on the Company's website www.atfoods.com under Investor Relations.
13. Members are requested to contact M/s. Karvy Computershare Private Limited for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are available on the website of the Company www.atfoods.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 101(1) OF THE COMPANIES ACT, 2013 AND THE LISTING AGREEMENT

Item No. 5

Ms. Denise Lynn Dahl was appointed as an Additional Director of the Company on 24th August, 2016 pursuant to Section 161 of the Companies Act, 2013 read with Article 130 of the Articles of Association of the Company and holds office up to the date of this Annual General Meeting. Notice under Section 160 of the Companies Act, 2013 along with the requisite deposit of Rs.1,00,000/- has been received from a Member proposing the appointment of Ms. Denise Lynn Dahl as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation. Ms. Denise Lynn Dahl filed her consent and declaration pursuant to the provisions of Section 152 of the Companies Act, 2013 and the provisions of the Companies (Appointment & Qualification of Directors) Rules, 2014, to act as Director, if appointed.

Interest of Directors :

Ms. Denise Lynn Dahl may be deemed to be interested in the above Resolution in so far as the same relates to her. No other Director, Key Managerial Personnel or their relatives, of your Company is concerned or interested in this Resolution.

Your Directors recommend the Resolution for your approval.

Dated: 3rd May, 2017

Registered Office:
31, Sarojini Devi Road,
Secunderabad - 500 003
Telangana, India.

Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2017-18 at a fee not exceeding ₹1,20,000/- (excluding taxes) and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2017-18.

None of the Directors, Key Managerial Personnel or their relatives, of your Company is concerned or interested in the said Resolution.

Your Directors recommend the Resolution for your approval

By Order of the Board
for **Agro Tech Foods Limited**

Sachin Gopal
Managing Director & CEO
DIN 07439079

Agro Tech Foods Limited

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Mr. Steven Lee Harrison

Steve Harrison manages International R&D, Labeling and Regulatory for ConAgra Foods Inc. He also serves as the chair for the Institute of Food Technologists – Aksarben Section to bring together food scientist, researchers and university staff/student in the Nebraska food industry. He has 20 years of experience in research and development in the food and beverage industry. Prior to ConAgra Steve led each of The Coca-Cola Company's International R&D Centers. In these roles he and his family lived in Brazil, Hong Kong, China and United Kingdom. During this time he also served as the Juice Business General Manager for Europe, Eurasia, Middle East and Africa. In the GM role, Steve doubled the juice business and created media with efficiencies equal to the best creative of brand Coca-Cola. Steve holds a B.S. in Chemistry from University of Idaho, M.S. in Food Science and Ph.D. in Food Science with minor in Analytical Chemistry from Washington State University. His DIN is 07491599.

Companies (other than Agro Tech Foods Limited) in which Steven Lee Harrison holds Directorship and Committee Membership:

Directorship:

None

Chairman of Board Committees

None

Member of Board Committees

None

Shareholding in the Company:

Steven Lee Harrison does not hold any equity shares in the Company.

Ms. Denise Lynn Dahl

A CPA from the State of Michigan and MBA in Integrative Management from the Michigan State University, Denise is an accomplished finance leader with extensive international experience managing complexity in challenging business environments. She has expertise in transforming financial business partnering, developing control processes and policies, negotiating complex contracts, establishing foreign subsidiaries

and improving financial results. With exceptional interpersonal skills and proven ability to influence and motivate key stakeholders, Denise has been a strategic leader with experience in managing teams at corporate level as well as in seed and mature markets. Over the last 22 years, Denise has worked in some of the world's leading companies like Herman Miller Inc. and Mead Johnson Nutrition Company and is currently employed with ConAgra Foods Inc. as Vice President, International Finance responsible for Company's international finance organization, encompassing operations in over 50 countries.

Her DIN is 07583110

Companies (other than Agro Tech Foods Limited) in which Denise Lynn Dahl holds Directorship and Committee Membership:

Directorship:

Verde Valle, Mexico

Chairman of Board Committees

None

Member of Board Committees

None

Shareholding in the Company:

Denise Lynn Dahl does not hold any equity shares in the Company.

Attendance record of the Directors seeking appointment/re-appointment

Directors	Number of Meetings	
	Held	Attended
Steven Lee Harrison	4	3
Denise Lynn Dahl	4	2

Inter-se relationships between Board Members

There are no inter-se relationships between the Board Members

Instructions for electronic voting (e-voting)

The complete details of the transactions to be conducted through e-voting is provided as an annexure to the Annual Report and is to be treated as an integral part of the Notice to the Annual General Meeting.

Agro Tech Foods Limited

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

AGRO TECH FOODS LIMITED

CIN:L15142TG1986PLC006957

Registered Office : 31, Sarojini Devi Road, Secunderabad – 500 003, Tel. No.040-66333444

Fax No.040-27800947, India www.atfoods.com

30th Annual General Meeting – 26th July, 2017

Name of the Member(s)	
Registered address	
Email	
Folio No./Client ID	
DP ID	

I/ We, being the Member(s) ofShares of the above named company, hereby appoint

Name :Email :

Address :

.....Signature :

or failing him / her

Name :Email :

Address :

.....Signature :

or failing him / her

Name :Email :

Address :

.....Signature :

Agro Tech Foods Limited

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 30th Annual General Meeting of the Company, to be held on Wednesday, 26th July, 2017 at 10.00 AM at The Manohar, Old Airport Exit Road, Begumpet, Hyderabad – 500 016, Telangana and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note)		
		For	Against	Abstain
Ordinary business				
1	Adoption of Accounts for the financial year ended 31 st March, 2017			
2	Declaration of Dividend			
3	Reappointment of Mr. Steven Lee Harrison, who retires by rotation and being eligible offers himself for reappointment			
4	Ratification of Appointment of M/s. B S R & Associates LLP, Chartered Accountants as Statutory Auditors of the Company			
Special business				
5	Appointment of Ms. Denise Lynn Dahl, as a Director			
6	Appointment of M/s. Vajralingam & Co., Cost Accountants as Cost Auditors			

Signed this Day of 2017

.....
Signature of the Member

.....
Signature of the proxy holder(s)

Affix ₹ 1
Revenue
Stamp

Note:

- i) This form must be deposited at the Registered Office of the Company not later than 48 hours before the time of the Meeting.
- ii) It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

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Agro Tech Foods Limited

CIN: L15142TG1986PLC006957

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

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

I hereby record my presence at the THIRTIETH ANNUAL GENERAL MEETING held at The Manohar, Old Airport Exit Road, Begumpet, Hyderabad – 500 016, Telangana on 26th July, 2017

Folio No./ Client ID/DPID No.....

Full Name of the Shareholder

Signature

.....

.....

(in block letters)

Full Name of Proxy*

Signature

.....

.....

(in block letters)

* (To be filled in if the Proxy attends instead of the Member)

Route map to the venue of the AGM

