

Agro Tech Foods Limited

14th September, 2022

The Manager,
BSE Limited,
Floor 25, 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 Sir,

Sub: Intimation regarding Postal Ballot Notice

Pursuant to Regulation 30 and Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, we enclose herewith a copy of the **Postal Ballot Notice** that is being sent only by electronic mode to the Shareholders for seeking their approval by way of an Ordinary Resolution for appointment of Mr. Trevor John Foster (DIN: 09669509) as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation. Mr. Trevor John Foster was appointed as an Additional Director (Non-Executive Category) of the Company by the Board of Directors in their meeting held on July 20, 2022 with immediate effect.

The remote e-voting period will commence from **9.00 a.m. (IST) on Saturday, September 17, 2022 and ends at 5.00 p.m. (IST) on Sunday, October 16, 2022.**

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For Agro Tech Foods Limited



Jyoti Chawla
Company Secretary and Compliance Officer

Encl. a/a.



Agro Tech Foods Limited

CIN: L15142TG1986PLC006957

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

Tel: 91-40-66650240, Fax: 91-40-27800947

E-mail: InvestorRedressal@atfoods.com | Web: www.atfoods.com

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and Regulation 44 and 17 (1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, (“Listing Regulations”) and any other applicable provisions of the Listing Regulations, for the time being in force and as amended from time to time that the Resolution set out below for seeking approval for appointment of Mr. Trevor John Foster, as a Director of the Company, is proposed to be passed as an Ordinary Resolution through Postal Ballot by voting through electronic means only (“remote e-voting”) as Special Business item. Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. The Board of Directors of your Company has through resolution approved by circulation on 7th September, 2022 approved the Notice of Postal ballot. Pursuant to Rule 22(5) of the Rules, the Board of Directors through resolution approved by circulation on 7th September, 2022 has appointed Mr. B.V. Saravana Kumar (Membership No. ACS 26944), Partners of M/s. Tumuluru & Company., Company Secretaries Firm, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, September 17, 2022 and ends at 5.00 p.m. (IST) on Sunday, October 16, 2022. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Tuesday, October 18, 2022.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.atfoods.com and on the website of KFin Technologies Limited at www.evoting.kfintech.com

PROPOSED RESOLUTION AS SPECIAL BUSINESS ITEM:

APPROVAL FOR APPOINTMENT OF MR. TREVOR JOHN FOSTER (DIN: 09669509) AS A DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to provisions of section 152 read with Rule 8, 9 & 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Provisions of Companies Act, read with rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, **Mr. Trevor John Foster (Din: 09669509)** who was appointed as an Additional Director (Non-Executive Category) by the Board of Directors of the Company with effect from July 20, 2022, pursuant to Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation under the provisions of the Articles of Association of the Company.”

By Order of the Board

Date: 7th September, 2022
Place: Gurgaon

sd/
Jyoti Chawla
Company Secretary

Notes :

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that this Postal Ballot Notice will also be available on the Company's website www.atfoods.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Company's Registrar and Share Transfer Agent, KFin Technologies Limited (“KFintech”) at <https://evoting.kfintech.com/>

3. Members holding shares in dematerialized mode are requested to register/update their KYC details including e-mail address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including e-mail address by submitting duly filled and signed form ISR-1 to Company's Registrar and Share Transfer Agent (RTA), KFinTech at einward.ris@kfintech.com along with the required documents.
4. Members are requested to carefully read the instructions enumerated in the Notes and Instructions to this Postal Ballot Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the proposed Resolution not later than 5.00 p.m. (IST) on Sunday, October 16, 2022.
5. Members may note that as required under the provisions of Section 108, 110 and other applicable provisions, if any, of the Act and the rules as applicable in that regard and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company has engaged the services of KFin Technologies Limited ("KFinTech") to provide remote e-voting facility to the Members of the Company to enable them to cast their votes electronically. Please read and follow the instructions on e-voting enumerated in the Notes and Instructions to this Notice separately.
6. This Postal Ballot Notice is being sent to all the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 9th September, 2022 ("Cut-off date"). Members whose names appear on the Register of Members / List of Beneficial Owners as on the cut-off date, will be considered for the purpose of voting. A person who is not a member as on the relevant date should treat this Postal Ballot Notice for informational purposes only. Detailed instructions to use the e-voting facility are given separately.
7. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on the cut-off date.
8. All documents referred to in this Notice of Postal Ballot will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the last date specified for e-voting. Members seeking to inspect such documents can send an email to InvestorRedressal@atfoods.com
9. The Resolutions, if approved by requisite majority, will be taken as passed effectively on the last day of e-voting i.e. Sunday, October 16, 2022.
10. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.

11. The remote e-voting commences on **9.00 a.m. (IST) on Saturday, September 17, 2022 and ends at 5.00 p.m. (IST) on Sunday, October 16, 2022**. The remote e-voting module shall also be disabled by KFintech for voting thereafter.
12. The Scrutinizer's decision on validity of the Postal Ballot shall be final.
13. Members can contact Ms. Jyoti Chawla (Company Secretary) at e-mail: InvestorRedressal@atfoods.com; or write to Agro Tech Foods Limited, 31, Sarojini Devi Road, Secunderabad- 500 003, Tel: 91-40-66650240 or the Registrar and Share Transfer agent of the Company at e-mail: einward.ris@kfintech.com; or write to Mr. V Raghunath, KFin Technologies Limited, Karvy Selenium Tower B, Plot Nos. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India, Tel: 91-40-67161606 to resolve any query/grievances with regard to this Postal Ballot Notice or e-voting.
14. A Shareholder cannot exercise his vote by proxy on Postal Ballot.
15. Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Directors being appointed are annexed to this notice.

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech , on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on **9.00 a.m. (IST) on Saturday, September 17, 2022 and ends at 5.00 p.m. (IST) on Sunday, October 16, 2022**.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

- vi. Login method for remote e-Voting for Individual shareholders holding securities in demat mode. The details of the process and manner for remote e-Voting are explained herein below:
- Step 1 :** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 :** Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

- I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote.

	<p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point I</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note:

Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID

and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Agro Tech Foods Limited- POSTAL BALLOT’ and click on “Submit”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting on its behalf to the Scrutinizer at email id saravana1015@gmail.com with a copy marked to evoting@kfintech.com The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.”
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently this Notice of Postal Ballot and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence this Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

- ii Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending this Postal Ballot Notice and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

The Board of Directors of the Company at its meeting held on July 20, 2022 has, subject to the approval of the Shareholders of the Company to be obtained within the prescribed timelines under Listing Regulations, appointed Mr. Trevor John Foster, as an Additional Director of the Company w.e.f. 20th July 2022 pursuant to Section 161(1) of the Companies Act, 2013 read with Article 130 of the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain the approval of the shareholders for appointment of Mr. Trevor John Foster as a Director of the Company within a time period of three months from the date of appointment, therefore the Proposed Resolution for seeking approval of members for appointment of Mr. Trevor John Foster, as a Director of the Company, is proposed to be passed as an Ordinary Resolution by members of the Company through Postal Ballot by voting through electronic means only.

Notice under Section 160 of the Companies Act, 2013 has been received from a Member proposing the appointment of Mr. Trevor John Foster as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation. The nomination and remuneration Committee and the Board of Directors at their Meeting held on 20th July, 2022 has recommended the appointment of Mr. Trevor John Foster as a Director of the Company. Mr. Trevor John Foster filed his 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: Mr. Trevor John Foster may be deemed to be interested in the above Resolution in so far as the same relates to him. 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.

INFORMATION ABOUT DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS MANDATED IN THE SEBI (LODR) REGULATION, 2015

Mr. Trevor John Foster Foster (Din: 09669509) aged 44 years (date of Birth: 09/10/1977) is Vice President and Chief Counsel, Commercial Transactions, in the Conagra Brands Legal Department. Trevor joined Conagra in 2012 as Counsel. Prior to joining Conagra, Trevor was an associate with the law firm of Robins, Kaplan, Miller & Ciresi LLP. He received his B.B.A. in Economics from the University of Iowa's Tippie College of Business and his J.D. from the University of Iowa College of Law. He does not hold any directorships. He does not hold any membership in any board or Committee. He does not hold shares of the Company. He is not related to any Director or Key Managerial Personnel of the Company.