



04<sup>th</sup> June, 2025

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: SUNDROP, Series EQ-Rolling Settlement

Dear Sir/Madam,

**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 seeking their approval for the following Resolution:

1. 'Special Resolution' for the Approval of grant of employee stock options under 'Agro Tech Foods Limited Employees Stock Option Plan, 2024' equal to or more than 1% of issued capital to Mr. Nitish Bajaj, Group Managing Director of the Company.

The remote e-voting period will commence from **9.00 a.m. (IST) on Saturday, June 07, 2025, and ends at 5.00 p.m. (IST) on Sunday, July 06, 2025.**

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

**For Sundrop Brands Limited**  
(Formerly known as Agro Tech Foods Limited)

Jyoti Chawla  
Company Secretary and Compliance Officer  
Encl. a/a.

**Sundrop Brands Limited** (Formerly known as Agro Tech Foods Limited)

**Registered office:** 31, Sarojini Devi Road, Secunderabad- 500003, Telangana, India. Tel: 91-40-66650240

**Corporate office:** Tower C, 15<sup>th</sup> Floor, Building No. 10, Phase-II, DLF Cyber City, Gurgaon-122002, Haryana. Tel: 0124-4593700

Web: [www.sundropbrands.com](http://www.sundropbrands.com); CIN: L15142TG1986PLC006957

**SUNDROP BRANDS LIMITED**  
**(Formerly known as Agro Tech Foods Limited)**  
CIN: L15142TG1986PLC006957

**Regd. Office:** 31, Sarojini Devi Road, Secunderabad – 500 003, Telangana, India.  
Tel: 91-40-66650240, Fax: 91-40-27800947

E-mail: [investorredressal@sundropbrands.com](mailto:investorredressal@sundropbrands.com) | Web: [www.sundropbrands.com](http://www.sundropbrands.com)

**POSTAL BALLOT NOTICE**

Notice pursuant to Sections 108, 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable MCA Circulars (as defined hereinafter) issued by the Ministry of Corporate Affairs.

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
Saturday, June 7, 2025 at 9.00 AM	Sunday, July 6, 2025 at 5.00 PM

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 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, the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 and other applicable provisions, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, (“Listing Regulations”), and other applicable provisions, of the Act, rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the resolution, as set out hereunder, is proposed **for approval of the Members of Sundrop Brands Limited (Formerly known as Agro Tech Foods Limited)** (“the Company” or “Sundrop”) as a Special Resolution, by way of Postal Ballot only through e-voting i.e. voting through electronic means (“Remote e-Voting”).

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.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of KFin Technologies Limited (“**KFintech**”) as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

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The Postal Ballot Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company/ Depositories, in accordance with the aforesaid MCA and SEBI provisions. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process.

The communication of the assent or dissent of the Members would take place only through the Remote e-Voting system. Eligible Member, whose e-mail address is not registered with the Company/Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than **5:00 p.m. (IST) on Sunday, July 6, 2025**. Remote e-Voting will be blocked by Scrutinizer immediately thereafter and will not be allowed beyond the said date and time.

**The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, June 7, 2025 and ends at 5.00 p.m. (IST) on Sunday, July 6, 2025.** 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 on or before 5.00 p.m. (IST) on Tuesday, July 08, 2025. The same will be displayed on the website of the Company: [www.sundropbrands.com](http://www.sundropbrands.com), the website of KFintech : <https://evoting.kfintech.com/> and also shall be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the Company's equity shares are listed and be made available on their respective websites. The Company will also display the results of the Postal Ballot at its Registered Office.

The Board of Directors of your Company has approved the Notice of Postal ballot in their meeting held on May 19, 2025. Pursuant to Rule 22(5) of the Rules, the Board of Directors in their meeting held on May 19, 2025 has appointed Mr. B.V. Saravana Kumar (Membership No. ACS 26944), Partner 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.

## **SPECIAL BUSINESS**

### **PROPOSED RESOLUTION:**

**ITEM NO. 1: TO APPROVE GRANT OF EMPLOYEE STOCK OPTIONS UNDER 'AGRO TECH FOODS LIMITED EMPLOYEES STOCK OPTION PLAN, 2024' EQUAL TO OR MORE THAN 1% OF ISSUED CAPITAL TO MR. NITISH BAJAJ, GROUP MANAGING DIRECTOR OF THE COMPANY**

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 as amended from time to time read with the circulars issued thereunder (collectively referred as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued

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by the Reserve Bank of India and any other applicable laws for the time being in force, the relevant provisions of the Memorandum and Articles of Association of Sundrop Brands Limited (formerly known as Agro Tech Foods Limited) (“the Company”), and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee, including the Nomination and Remuneration Committee (NRC) which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time such number of employee stock options (“Options”) under ‘Agro Tech Foods Limited Employee Stock Option Plan, 2024’ (“ATFOODS ESOP 2024” or “the Plan”), exercisable into such number of equity shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid up in the Company, which may exceed 1% of the issued capital of the Company at the time of grant of Options to Mr. Nitish Bajaj, Group Managing Director, on such terms and conditions as may be determined in accordance with the provisions of the Plan and in due compliance with the applicable laws.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the forgoing, the Board /NRC be and is hereby authorized to act on behalf of the Company, without being required to specifically seek any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters and things as the Board /NRC may at its discretion deem necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements and to delegate its authority under this resolution to any committee or personnel of the Company as the Board /NRC may deem fit.”

By Order of the Board  
Sd/-

Date: May 19, 2025  
Place: Gurugram

Jyoti Chawla  
Company Secretary & Compliance Officer  
*Membership. No. 20392*

**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 the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on **Friday, May 30, 2025 (i.e. Cut-off date)**, and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those member who will register their e-mail address in accordance with the process outlined in this Notice. 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.

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3. Members may note that this Postal Ballot Notice will also be available on the Company's website [www.sundropbrands.com](http://www.sundropbrands.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Company's Registrar and Transfer Agent, KFintech at <https://evoting.kfintech.com/>
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, July 6, 2025.
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. 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.
7. 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@sundropbrands.com](mailto:InvestorRedressal@sundropbrands.com)
8. The Resolution, if approved by requisite majority, will be taken as passed effectively on the last day of e-voting i.e. Sunday, July 6, 2025.
9. The remote e-voting commences on **9.00 a.m. (IST) on Saturday, June 7, 2025 and ends at 5.00 p.m. (IST) on Sunday, July 6, 2025**. The remote e-voting module shall also be disabled by KFintech for voting thereafter.
10. The Scrutinizer's decision on validity of the Postal Ballot shall be final.
11. Members can contact Ms. Jyoti Chawla (Company Secretary & Compliance Officer) at e-mail: [InvestorRedressal@sundropbrands.com](mailto:InvestorRedressal@sundropbrands.com); or write to Sundrop Brands Limited (Formerly known as 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](mailto:einward.ris@kfintech.com); or write to Mr. V Raghunath, KFin Technologies Limited, Tower B, Plot Nos. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India, Tel: 1800 309 4001 to resolve any query/grievances with regard to this Postal Ballot Notice or e-voting.
12. A Shareholder cannot exercise his vote by proxy on Postal Ballot.
13. Corporate/ Institutional Members : Corporate/ Institutional Members (that is, other than individuals, HUF, NRI, etc.) opting for Postal Ballot voting are also required to send certified true copy of the Board Resolution/ Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the

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duly authorised representative(s), to the Scrutinizer through email at [saravana1015@gmail.com](mailto:saravana1015@gmail.com) or [InvestorRedressal@sundropbrands.com](mailto:InvestorRedressal@sundropbrands.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format “Sundrop EVENT No -8835”.

## 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 the resolution set forth in this Postal Ballot 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 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.
- v. Any person holding shares in physical form and non-individual shareholders as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com) However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- 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	1. <b>User already registered for IDeAS facility:</b> I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>

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holding securities in demat mode with NSDL	<p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>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> <p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in point 1.</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>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.</p> <p>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. <b>KFintech</b> where the e- Voting is in progress.</p>
Individual Shareholder login through	<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>

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their demat accounts / Website of - Depository Participant	<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 – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>
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**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**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:
- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8835, 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.
  - After entering these details appropriately, click on "LOGIN".
  - 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.
  - You need to login again with the new credentials.
  - On successful login, the system will prompt you to select the "EVEN" 8835, i.e., Sundrop Brands Limited (Formerly known as Agro Tech Foods Limited)- POSTAL BALLOT" and click on "Submit"
  - 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

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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](mailto:saravana1015@gmail.com) with a copy marked to [evoting@kfintech.com](mailto: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 write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto: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.

## OTHER INSTRUCTIONS

- I. Any Member of the Company as on the cut-off date for E-voting may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
    - 1. Example for NSDL:
    - 2. MYEPWD <SPACE> IN12345612345678
    - 3. Example for CDSL:
    - 4. MYEPWD <SPACE> 1402345612345678
    - 5. Example for Physical:
    - 6. MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Members who may require any technical assistance or support are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com)

**Sundrop Brands Limited** (Formerly known as Agro Tech Foods Limited)

**Registered office:** 31, Sarojini Devi Road, Secunderabad- 500003, Telangana, India. Tel: 91-40-66650240

**Corporate office:** Tower C, 15<sup>th</sup> Floor, Building No. 10, Phase-II, DLF Cyber City, Gurgaon-122002, Haryana. Tel: 0124-4593700

Web: [www.sundropbrands.com](http://www.sundropbrands.com); CIN: L15142TG1986PLC006957

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 6 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021**

**ITEM NO. 1 - TO APPROVE GRANT OF EMPLOYEE STOCK OPTIONS UNDER ‘AGRO TECH FOODS LIMITED EMPLOYEES STOCK OPTION PLAN, 2024’ EQUAL OR MORE THAN 1% OF ISSUED CAPITAL TO MR. NITISH BAJAJ, GROUP MANAGING DIRECTOR OF THE COMPANY**

Pursuant to the approval of the shareholders of the Company on April 27, 2025, the Company has implemented the ‘**Agro Tech Foods Limited Employee Stock Option Plan, 2024**’ (“**ATFOODS ESOP 2024**” or “**the Plan**”) with the objective of rewarding and retaining key talent across the Company and its group company including subsidiary(ies) and associate companies. It is imperative that the employees have substantial interest in the business and for that reason grant of the employee stock options (“**Options**”) have been proposed to retain and incentivize driving performance leading to improved corporate growth and profitability.

Considering the scale of business of the Company and the responsibilities, contribution and on-going efforts of Mr. Nitish Bajaj, Group Managing Director, the Board based on the recommendation of the Nomination and Remuneration Committee, has recommended for approval of the shareholders, the grant of Options equivalent to or exceeding 1% (One percent) of the issued capital of the Company as on date of grant.

None of the directors, (except Mr. Nitish Bajaj) and key managerial personnel of the Company, including their relatives, are interested or concerned in the resolution, except to the extent they may be lawfully granted Options under the Plan.

Pursuant to Section 62(1)(b) of the Companies Act, 2013 and Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, the Board recommends the special resolution set out in Item No 1 of the notice for the approval of the shareholders of the Company.

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