

Date: 22nd January 2026

From:

Bharti Overseas Private Limited

Airtel Center, Plot No. 16, Udyog Vihar,
Phase - IV, Gurugram, Haryana- 122015

Bharti (Satya) Trustees Private Limited (On behalf of Bharti (Satya) Family Trust)

Bharti Crescent 1, Nelson Mandela Road,
Vasant Kunj, Phase-II, New Delhi - 110070

Bharti Enterprises Limited

Airtel Center, Plot No. 16, Udyog Vihar,
Phase - IV, Gurugram, Haryana- 122015

To,
BSE Limited,
25th Floor, P.J.Towers,
Dalal Street,
Mumbai - 400001

To,
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400051

To,
Sundrop Brands Limited (Formerly known as Agro Tech Foods Limited)
31 Sarojini Devi Road, Secunderabad
Telangana - 500003

Dear Sir / Madam,

Sub.: Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ('SAST Regulations')

With reference to the captioned subject, please find enclosed herewith the disclosure under Regulation 29(1) of SAST Regulations for transfer of shareholding of Bharti (SBM) Holdings Private Limited; Bharti (RM) Holdings Private Limited; Bharti (RBM) Holdings Private Limited in Sundrop Brands Limited (Formerly known as Agro Tech Foods Limited) to Bharti Overseas Private Limited (Acquirer) pursuant to the **Composite Scheme of Arrangement ("Scheme")** approved by the Chandigarh Bench of the Hon'ble National Company Law Tribunal vide its order dated October 17, 2025 (amended on November 27, 2025) and made effective on January 20, 2026.

Kindly take the same on your records.

**For and on behalf of Bharti Overseas
Private Limited**

**Nihit Garg
Company Secretary**



**For and on behalf of Bharti (Satya)
Trustees Private Limited (On behalf of
Bharti (Satya) Family Trust)**

**Kapil Agarwal
Authorised Signatory**



**For and on behalf of Bharti Enterprises
Limited**

**Kapil Agarwal
Authorised Signatory**



Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A - Details of the Acquisition

| | | | |
|--|---|--|--|
| Name of the Target Company (TC) | Sundrop Brands Limited (<i>Formerly known as Agro Tech Foods Limited</i>) | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | <p>Details of Acquirer and PAC prior to the effectiveness of the merger under the Scheme (<u>Pre-Merger</u>):</p> <ul style="list-style-type: none"> • Bharti (SBM) Holdings Private Limited- Acquirer; • Bharti (RM) Holdings Private Limited-PAC; • Bharti (RBM) Holdings Private Limited-PAC • Bharti (Satya) Trustees Private Limited (on behalf of Bharti (Satya) Family Trust)-PAC; • Bharti Enterprises Limited- PAC <p>Details of Acquirer and PAC upon effectiveness of the merger under the Scheme (<u>Post-Merger</u>)::</p> <ul style="list-style-type: none"> • Bharti Overseas Private Limited- Acquirer; • Bharti (Satya) Trustees Private Limited (on behalf of Bharti (Satya) Family Trust)-PAC; • Bharti Enterprises Limited- PAC | | |
| Whether the acquirer belongs to Promoter / Promoter group | No | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited & National Stock Exchange of India Limited | | |
| Details of the acquisition as follows | Number | % w.r.t.total share/voting capital wherever applicable (*) | % w.r.t. total diluted share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of acquirer along with PACs of: | | | |
| a) Shares carrying voting rights | 79,02,493 | 20.95% | |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | - | - | |
| c) Voting rights (VR) otherwise than by shares | - | - | |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | - | - | |
| e) Total (a+b+c+d) | 79,02,493 | 20.95% | |
| | <u>Refer Note-1</u> | | |

| | | | |
|---|-----------|--------|--|
| Details of acquisition | | | |
| a) Shares carrying voting rights acquired | 68,98,877 | 18.29% | |
| b) VRs acquired otherwise than by equity shares | - | - | |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired | - | - | |
| d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | - | - | |
| e) Total (a+b+c+/-d) | 68,98,877 | 18.29% | |
| <u>Refer Note-1</u> | | | |

| | | | |
|---|-----------|--------|--|
| After the acquisition, holding of acquirer along with PACs of: | | | |
| a) Shares carrying voting rights | 79,02,493 | 20.95% | |
| b) VRs otherwise than by equity shares | - | - | |
| c) Warrants/convertible securities /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | - | - | |
| d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | - | - | |
| e) Total (a+b+c+d) | 79,02,493 | 20.95% | |
| <u>Refer Note-1</u> | | | |

| | | | |
|---|---|--|--|
| Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer / encumbrance, etc.) | Pursuant to the Composite Scheme of Arrangement (" Scheme ") approved by the Chandigarh Bench of the Hon'ble National Company Law Tribunal vide its order dated October 17, 2025 (amended on November 27, 2025), Bharti (SBM) Holdings Private Limited, Bharti (RBM) Holdings Private Limited and Bharti (RM) Holdings Private Limited (together, the " Transferor Companies ") stand amalgamated with Bharti Overseas Private Limited (" BOPL ") with effect from January 20, 2026, (Effective Date) and consequently, all the assets and liabilities of the Transferor Companies, including their shareholding in Sundrop Brands Limited (i.e. the Target Company) stand transferred to BOPL. | | |
|---|---|--|--|

| | |
|--|---|
| | Accordingly, 68,98,877 Equity Shares of Sundrop Brands Limited, constituting 18.29% of its paid-up capital are now transferred to BOPL as a result of the Scheme. |
| Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc. | NIL |
| Date of acquisition of / date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC. | January 20, 2026 (Effective Date) |
| Equity share capital / total voting capital of the TC before the said acquisition | INR 37,69,68,530 (3,76,96,853 equity shares of INR 10 each) |
| Equity share capital/ total voting capital of the TC after the said acquisition | INR 37,69,68,530 (3,76,96,853 equity shares of INR 10 each) |
| Total diluted share/voting capital of the TC after the said acquisition | INR 39,16,57,640 (3,91,65,764 equity shares of INR 10 each) |
| <p>Note-1 The shareholding of Bharti (SBM) Holdings Private Limited; Bharti (RM) Holdings Private Limited; Bharti (RBM) Holdings Private Limited in Sundrop Brands Limited (<i>Formerly known as Agro Tech Foods Limited</i>) is transferred to Bharti Overseas Private Limited (Acquirer) pursuant to the Composite Scheme of Arrangement ("Scheme") approved by the Chandigarh Bench of the Hon'ble National Company Law Tribunal vide its order dated October 17, 2025 (amended on November 27, 2025) and made effective on January 20, 2026.</p> <p><u>Refer Annexure A for Pre and Post Merger shareholding.</u></p> | |

Part-B***

Name of the Target Company: Sundrop Brands Limited (Formerly known as Agro Tech Foods Limited)

| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Whether the acquirer belongs to Promoter/ Promoter group | PAN of the acquirer and/ or PACs |
|--|--|----------------------------------|
| Bharti Overseas Private Limited- Acquirer | No | |
| Bharti (Satya) Trustees Private Limited (On behalf of Bharti (Satya) Family Trust) - PAC | No | |
| Bharti Enterprises Limited - PAC | No | |

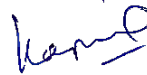
For and on behalf of Bharti Overseas Private Limited



Nihit Garg
Company Secretary



For and on behalf of Bharti (Satya) Trustees Private Limited (On behalf of Bharti (Satya) Family Trust)



Kapil Agarwal
Authorised Signatory



For and on behalf of Bharti Enterprises Limited



Kapil Agarwal
Authorised Signatory



Date: 22.01.2026

Place: New Delhi

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31(1) of the SEBI LODR 2015 (earlier Clause 35 of the listing Agreement)

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

Annexure - A

| Sr. No. | Name of the Entities | Pre-Merger | | Post-Merger | |
|---------|--|---|---------------|---|---------------|
| | | No. of equity shares held in Sundrop Brands Limited (Formerly known as Agro Tech Foods Limited) by Acquirer and PAC | % | No. of equity shares held in Sundrop Brands Limited (Formerly known as Agro Tech Foods Limited) by Acquirer and PAC | % |
| 1 | Bharti (SBM) Holdings Private Limited-Acquirer | 30,66,167 | 8.13% | - | - |
| 2 | Bharti (RM) Holdings Private Limited-PAC | 19,16,355 | 5.08% | - | - |
| 3 | Bharti (RBM) Holdings Private Limited-PAC | 19,16,355 | 5.08% | - | - |
| 4 | Bharti (Satya) Trustees Private Limited (on behalf of Bharti (Satya) Family Trust)-PAC | 7,66,542 | 2.03% | 7,66,542 | 2.03% |
| 5 | Bharti Enterprises Limited-PAC | 2,37,074 | 0.63% | 2,37,074 | 0.63% |
| 6 | Bharti Overseas Private Limited - Acquirer | - | - | 68,98,877 | 18.29% |
| | Total | 79,02,493 | 20.95% | 79,02,493 | 20.95% |

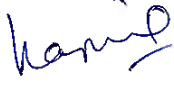
*Merged with Bharti Overseas Private Limited w.e.f. January 20, 2026

For and on behalf of Bharti Overseas Private Limited


Nihit Garg
Company Secretary



For and on behalf of Bharti (Satya) Trustees Private Limited (On behalf of Bharti (Satya) Family Trust)


Kapil Agarwal
Authorised Signatory



For and on behalf of Bharti Enterprises Limited


Kapil Agarwal
Authorised Signatory

