



28th March, 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 for seeking their approval for the following Resolutions:

1. 'Ordinary Resolution' for the Appointment of Mr. Harjeet Singh Kohli (DIN: 07575784) as a Non-Executive Director of the Company, liable to retire by rotation.
2. 'Special Resolution' for the Appointment of Mr. Karamendra Daulet Singh (DIN: 00110827), as Non-Executive Independent Director of the Company.
3. 'Special Resolution' for the Payment of Commission of upto Rs. 15,00,000/- per annum individually to the Non-Executive Independent Directors of the Company for a period of 5 years commencing from April 1, 2024.
4. 'Special Resolution' for the Approval of 'Agro Tech Foods Limited Employees Stock Option Plan, 2024'.
5. 'Special Resolution' to Approve the grant of employee stock options to the eligible employees of the subsidiary company(ies) of the Company under 'Agro Tech Foods Limited Employees Stock Option Plan, 2024'.
6. 'Special Resolution' to Approve the grant of employee stock options to the eligible employees of the group companies including associate company(ies) of the Company under 'Agro Tech Foods Limited Employees Stock Option Plan, 2024'.

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, 15th Floor, Building No. 10, Phase-II, DLF Cyber City, Gurgaon-122002, Haryana. Tel: 0124-4593700

Web: www.sundropbrands.com; CIN: L15142TG1986PLC006957



The remote e-voting period will commence from **9.00 a.m. (IST) on Saturday, March 29, 2025 and ends at 5.00 p.m. (IST) on Sunday, April 27, 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.

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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|Web: 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

VOTING STARTS ON	VOTING ENDS ON
Saturday, March 29, 2025 at 9.00 AM	Sunday, April 27, 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 resolutions, as set out hereunder, are proposed **for approval of the Members of Sundrop Brands Limited (Formerly known as Agro Tech Foods Limited)** (“the Company” or “Sundrop”) as an Ordinary/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 resolutions 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, April 27, 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, March 29, 2025 and ends at 5.00 p.m. (IST) on Sunday, April 27, 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, April 29, 2025. The same will be displayed on the website of the Company: 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 February 06, 2025. Pursuant to Rule 22(5) of the Rules, the Board of Directors in their meeting held on February 06, 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 RESOLUTIONS:

ITEM NO. 1: APPOINTMENT OF MR. HARJEET SINGH KOHLI (DIN: 07575784) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION

To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of sections 149 152, 161 read with Rule 8 & 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions and rules made thereunder, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification (s) or re-enactment thereof for the time being in force) and Regulation 17(1C) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the LODR Regulations”) (including any statutory modification (s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company, Mr. Harjeet Singh Kohli (DIN: 07575784), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director (Non-Executive Non-Independent Director) of the Company with effect from February 06, 2025 and who holds office as an Additional Director, up to the date of forthcoming Annual General Meeting of the Company

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in terms of Section 161 of the Act, and who is eligible for appointment and has consented to act as a Director (Non-Executive Non-Independent) of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-Executive Non-Independent) of the Company with effect from February 06, 2025, and whose office shall be liable to retire by rotation.”

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 2: APPOINTMENT OF MR. KARAMENDRA DAULET SINGH (DIN: 00110827), AS NON-EXECUTIVE INDEPENDENT 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 Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions and rules made under the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Regulation 17(1C) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force) and provision of the Articles of Association of the Company, Mr. Karamendra Daulet Singh (DIN-00110827), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director in the capacity of Non-Executive Independent Director with effect from February 06, 2025 pursuant to the provisions of Section 161 of the Act and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of 5 (Five) years with effect from February 06, 2025 to February 05, 2030 (both days inclusive), and that he shall not be liable to retire by rotation.”

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 3: PAYMENT OF COMMISSION OF UPTO RS. 15,00,000/- PER ANNUM INDIVIDUALLY TO THE NON-EXECUTIVE INDEPENDENT DIRECTORS OF THE COMPANY FOR A PERIOD OF 5 YEARS COMMENCING FROM APRIL 1, 2024

To consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

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“RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as ‘the Act’) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as ‘the Listing Regulations’) and subject to all applicable approval(s) if any and to the extent required and based on the approval and recommendation of the Nomination & Remuneration Committee and Board of Directors through their resolutions dated February 06, 2025, the Members of the Company do hereby accord their approval to pay the remuneration and/ or commission (in addition to the fees payable under Section 197 (5) of the Act for attending the meetings of the Board of Directors and any of its Committees (‘sitting fees’) to the non-executive independent directors (both existing and future appointments to the Board of Directors from time to time) for each of the five financial years of the Company commencing from April 1, 2024, provided that the remuneration and/or commission shall be up to Rs.15,00,000 (Rupees fifteen lakhs only) per non-executive independent director per annum, in addition to the payment of sitting fees permissible under the Act.

RESOLVED FURTHER THAT where in any financial year during the aforesaid period of five financial years, the Company has no profits or its profits are inadequate, the Members of the Company do hereby accord their approval to pay to the non-executive independent directors the aforesaid remuneration and/or commission (in addition to the payment of sitting fees permissible under the Act) as the minimum remuneration for a period not exceeding 3 (three) years, subject to compliance with the applicable provisions of Sections 197, 198 and all other applicable provisions, if any, of the Act read with Schedule V of the Act, as amended from time to time, and subject to the approval of the concerned statutory, regulatory and other authorities, if and to the extent necessary and applicable.

RESOLVED FURTHER THAT criteria, amount, proportion, manner and distribution of the aforesaid remuneration and/or commission shall be as the Board of Directors may, from time to time, determine.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt, that may arise in regard to the implementation of this Resolution and to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable, including filing the required forms or documents with regulatory authorities, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

ITEM NO. 4: TO APPROVE THE ‘AGRO TECH FOODS LIMITED EMPLOYEES STOCK OPTION PLAN, 2024’

To consider and if deemed fit, to pass 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 by the Reserve Bank of India and any other applicable laws for the time

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being in force, the relevant provisions of the Memorandum and Articles of Association of 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 the introduction and implementation of ‘**Agro Tech Foods Limited Employee Stock Option Plan, 2024**’ (“**ATFOODS ESOP 2024**” or “**the Plan**”), the salient features whereof are furnished in the explanatory statement to this notice, and authorizing 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 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, in one or more tranches, not exceeding **20,00,000 (Twenty Lakhs)** employee stock options (“**Options**”) to such employees working exclusively with the Company, whether in or outside India, including any director, whether whole-time or not (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent director and director holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company) subject to their eligibility as may be determined under the Plan, exercisable into not more than **20,00,000 (Twenty Lakhs)** equity shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up, where one Option would convert into one equity share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable laws and the Plan.”

“**RESOLVED FURTHER THAT** the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company.”

“**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the eligible employees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.”

“**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.”

“**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchange(s) where the equity shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable laws.”

“**RESOLVED FURTHER THAT** the Board, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and further subject to consent of the shareholders by way of special resolution to the extent required under SEBI SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation,

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alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the applicable laws in force to give effect to this resolution.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the forgoing, the Board 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 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 may deem fit.”

ITEM NO. 5: TO APPROVE THE GRANT OF EMPLOYEE STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) OF THE COMPANY UNDER ‘AGRO TECH FOODS LIMITED EMPLOYEES STOCK OPTION PLAN, 2024’

To consider and if deemed fit, to pass 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 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 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 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, in one or more tranches, such number of employee stock options (“**Options**”) under ‘**Agro Tech Foods Limited Employee Stock Option Plan, 2024**’ (“**ATFOODS ESOP 2024**” or “**the Plan**”) to the eligible employees of the subsidiary company(ies) of the Company, exclusively working in India or outside India, as determined in terms of the Plan, which shall be within the ceiling of total number of Options and equity shares, as specified in the Plan along with such other terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Plan.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the forgoing, the Board 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 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 may deem fit.”

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ITEM NO. 6: TO APPROVE THE GRANT OF EMPLOYEE STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES OF THE GROUP COMPANIES INCLUDING ASSOCIATE COMPANY(IES) OF THE COMPANY UNDER ‘AGRO TECH FOODS LIMITED EMPLOYEES STOCK OPTION PLAN, 2024’

To consider and if deemed fit, to pass 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 medications(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 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 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 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, in one or more tranches, such number of employee stock options (“**Options**”) under ‘**Agro Tech Foods Limited Employee Stock Option Plan, 2024**’ (“**ATFOODS ESOP 2024**” or “**the Plan**”) to the eligible employees of the group company including associate company(ies) of the Company, exclusively working in India or outside India, as determined in terms of the Plan, which shall be within the ceiling of total number of Options and equity shares, as specified in the Plan along with such other terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Plan.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the forgoing, the Board 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 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 may deem fit.”

By Order of the Board

Sd/-

Date: February 06, 2025
Place: Mumbai

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

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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, **March 21, 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.
3. Members may note that this Postal Ballot Notice will also be available on the Company's website www.sundropbrands.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 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, April 27, 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
8. The Resolutions, if approved by requisite majority, will be taken as passed effectively on the last day of e-voting i.e. Sunday, April 27, 2025.
9. The remote e-voting commences on **9.00 a.m. (IST) on Saturday, March 29, 2025 and ends at 5.00 p.m. (IST) on Sunday, April 27, 2025**. The remote e-voting module shall also be disabled by KFintech for voting thereafter.

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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; 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; 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 duly authorised representative(s), to the Scrutinizer through email at saravana1015@gmail.com or 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 8739 ”

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 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 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:

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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> <p>I. Visit URL: https://eservices.nsdl.com</p> <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>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in point 1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</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>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login</p> <p>or URL: www.cdslindia.com</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>

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	<p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</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) 8739 , 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

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(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., Sundrop Brands Limited (Formerly known as 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 write to inward.ris@kfintech.com
- ii. Alternatively, member may send an e-mail request at the email id inward.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

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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

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EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1 - APPOINTMENT OF MR. HARJEET SINGH KOHLI (DIN: 07575784) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION

Pursuant to Section 161 of the Companies Act, 2013 read with Article 147 of the Articles of Association of the Company and other applicable provisions, the Board, at its meeting held on February 06, 2025, appointed Mr. Harjeet Singh Kohli (DIN: 07575784) as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company to hold office up to the date of next Annual General Meeting. The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Notice of interest in other Companies in Form MBP-1 pursuant to section 184 (1) read with Rule 9(1) of the Companies (Meetings of Board and its Power) Rules, 2014,
- (iii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/ 2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act

The nomination and remuneration Committee and the Board of Directors at their Meeting held on February 06, 2025 has recommended the appointment of Mr. Harjeet Singh Kohli (DIN: 07575784) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with no remuneration and no sitting fees to be paid.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in **Annexure 1** of this Notice.

In compliance with Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Harjeet Singh Kohli as Non-Executive Non-Independent Director of the Company, as an ordinary resolution as set out above through Postal Ballot by voting through electronic means only.

Interest of Directors: No director, key managerial personnel (KMP) or their relatives except Mr. Harjeet Singh Kohli, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Board recommends an ordinary resolution as set out in Item no. 1 of this notice for the approval of members.

ITEM NO. 2 - APPOINTMENT OF MR. KARAMENDRA DAULET SINGH (DIN: 00110827), AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions, the Board, at its meeting held on February 06, 2025, appointed Mr. Karamendra Daulet Singh (DIN-00110827) as an

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Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of five (5) years with effect from February 06, 2025, to February 05, 2030 (both days inclusive) subject to the approval of the shareholders through a special resolution. The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/ 2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
- (vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
- (viii) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Sundrop Brands Limited (Formerly known as Agro Tech Foods Limited) or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Based on those attributes, the NRC recommended the candidature of Mr. Karamendra Daulet Singh. In the opinion of the Board, Mr. Karamendra Daulet Singh fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of Management. The Board noted that his background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The resolution seeks the approval of members for the appointment of Mr. Karamendra Daulet Singh as Non-Executive Independent Director of the Company from February 06, 2025 to February 05, 2030 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in the **Annexure 1** of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Karamendra Daulet Singh as Non-Executive Independent Director of the Company, as a special resolution as set out

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above through Postal Ballot by voting through electronic means only.

Interest of Directors: No director, key managerial personnel (KMP) or their relatives except Mr. Karamendra Daulet Singh, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 2.

The Board recommends the special resolution as set out in Item no. 2 of this notice for the approval of members.

ITEM NO. 3: PAYMENT OF COMMISSION OF UPTO RS. 15,00,000/- PER ANNUM INDIVIDUALLY TO THE NON-EXECUTIVE INDEPENDENT DIRECTORS OF THE COMPANY FOR A PERIOD OF 5 YEARS COMMENCING FROM APRIL 1, 2024

- I. The members of the Company in its Annual General meeting held on 18 August 2021 approved to pay, in addition to the sitting fees being paid/payable, a commission of INR 4,90,000/- individually to the Non-Executive Independent Director of the Company for a period not exceeding five years, for each of the financial years commencing from April 1, 2021, provided the aggregate commission paid in a financial year shall not exceed a sum of one percent (1%) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act.
- II. However, to compensate the independent Directors in line with the current trends and commensurate with the time devoted and the contributions made by them, and based on the recommendation of NRC, the Board of Directors in its meeting held on 6th February 2025 approved the payment of Commission of Rs.15,00,000/-, individually, to the Non-Executive Independent Directors for a period of 5 years commencing from April 1, 2024, subject to the Shareholders' approval under section 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013.
- III. In terms of Section 197 of the Companies Act, 2013('the Act'), payment of remuneration to the directors who are neither managing directors nor whole- time directors (i.e. non-executive directors) exceeding 1% of the net profit requires approval of Members by way of a Special Resolution. As per the Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], all fees or compensation, payable to non-executive directors requires the approval of the Members.
- IV. Provisions of Sections 149 and 197 and Schedule V of the Act enables the companies, having no profits or inadequate profits, to pay remuneration to Non-Executive directors (including independent directors) over and above the ceiling limit specified in Schedule V, provided the Members' approval by way of a special resolution has been taken for payment of minimum remuneration for a period not exceeding 3 (three) years.
- V. Consequently, Members' approval is being sought to pay the remuneration and/or commission to the Non-Executive Independent Directors (both existing and future appointments to the Board of Directors from time to time) for each of the five financial years of the Company commencing from April 1, 2024, to March 31, 2029 provided that the remuneration and/or commission per annum shall be up to INR 15,00,000 (Rupees fifteen lakhs only) per Non-Executive Independent director per annum (in addition to the payment of sitting fees permissible under the Act) as the minimum remuneration. Where in any financial year during the aforesaid period of five financial years, the Company has no profits or its profits are inadequate, the Company will pay the aforesaid minimum remuneration to the Non-Executive Independent Directors (both existing and future appointments to the Board of Directors from time to time) for a period not exceeding 3 (three) years. Additionally, the Non-Executive Independent Directors shall also be entitled to reimbursement of expenses incurred in connection with the business

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of the Company or in attending the Board, Committee and general meetings, as permitted to be received in the capacity of the Directors. The Special Resolution in Item No. 3 is necessary, having regard to the provisions of Sections 149, 197, 198 and other applicable provisions, read with Schedule V of the Act. The Nomination & Remuneration Committee and Board of Directors of the Company, through passing the resolutions at their meetings held on February 06, 2025, have approved the aforesaid remuneration payable to the Non-Executive Independent directors (both existing and future appointments to the Board of Directors from time to time) for the aforesaid term.

- VI. The Company has not committed any default in payment of undisputed dues to any bank or public financial institution or any other secured creditor.
- VII. The aforesaid limit of remuneration and/or commission is an overall limit and the actual amount of remuneration and/or commission payable to the Non-Executive Independent Directors may be lower than the overall limit. Within such an overall limit, the Board of Directors shall be authorised to determine the criteria, amount, proportion, manner and distribution of the aforesaid remuneration and/or commission payable to the Non-Executive Independent Directors. While fixing the manner/criteria as aforesaid, the Board of Directors shall inter-alia consider the membership of Board committees, Chairmanships, time devoted by the Directors etc. The payment of remuneration and/or commission will be subject to compliance with the applicable statutory requirements and shall be over and above the fees payable to them under Section 197 (5) of the Act for attending the meetings of the Board of Directors and any of its Committees (sitting fees'). The Non-Executive Independent Directors are eligible to receive sitting fees of INR 100,000 for each meeting of the Board of Directors, INR 75,000 for each Audit Committee meeting, INR 25,000 for each meeting of Nomination and Remuneration Committee, Risk Management Committee, Corporate Social Responsibility Committee and Risk Management Committee, in the capacity of members of the respective committee. The remuneration structure is in line with the practices followed by similar sized companies, keeping in view the role, responsibilities and contribution of the Non-Executive Independent Directors, read with the Company's Nomination & Remuneration Policy.
- VIII. Copies of the relevant documents pertaining to this Special Resolution at Item No. 3 are open for inspection by the Members and same shall be so made available for inspection in physical or in electronic form during business hours on a working day at the Registered Office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company without payment of a fee. Any Member interested in obtaining such information may write to the Company Secretary at jyoti.chawla@sundropbrands.com and the same will be furnished on request.
- IX. As required under the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India ('ICSI') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of each of the existing Non-Executive Independent Director, inter-alia, age, qualifications, experience, details of remuneration last drawn by such person, relationship with other directors and Key Managerial Personnel of the Company, the number of meetings of the Board attended during the year and other directorships, membership/ chairmanship of Committees of other Boards are set out in the **Annexure 1** to the Notice. None of the Directors are related to other directors or key managerial personnel (inter-se).
- X. Non-Executive Independent Directors are concerned or interested in the Resolution set out at Item No. 3 of the accompanying notice relating to the payment of remuneration to them. Save and except Non-Executive Independent Directors and their relatives to the extent of their shareholding interest, if any, in the Company, none of the Key Managerial Personnel of the Company or their relatives, are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

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XI. The Board of Directors recommends the payment of remuneration and/or commission to the Non-Executive Independent Directors of the Company and recommends the Special Resolution set out at Item No. 3 of the Notice for the approval of the Members.

XII. Additional information as per Schedule V of the Companies Act, 2013:

I. General Information:		
1.	Nature of industry	The Company is a Fast-Moving Consumer Goods (FMCG) Company with focus on food products. The Company is engaged in the business of manufacturing, marketing and selling of a wide range of Food Products and Edible Oils. The food categories in which the Company competes include Ready to Cook Snacks, Ready to Eat snacks, Spreads & Dips, Breakfast Cereals and Chocolate Confectionery.
2.	Date or expected date of commencement of commercial production	The Company was incorporated under the Companies Act, 1956 on November 21, 1986.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given indicators	Financial Performance as per audited financial results for the year ended March 31, 2024: Revenue from operations: INR 7,582.33 Million Other Income: INR 18.48 Million Total Expenditure: INR 7,496.78 Million Net Profit before tax: INR 130.84 Million Profit after tax: INR 96.42 Million
5.	Foreign investments or collaborations, if any :	CAG Tech (Mauritius) Limited is the holding Company and Zest holding Investment Limited is the ultimate holding Company holding 33.47% shareholding of the Company. Foreign Portfolio Investors were together holding 0.73% of the equity capital of the Company. DMPL India Limited is holding 14.39% shareholding in the Company. The Company has formed 100% wholly owned subsidiaries in Bangladesh and Sri Lanka. There are no other foreign collaborations.

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II. Information about the Non-Executive Independent Directors		
1.	Background details	Refer brief profile in Annexure-1
2.	Past remuneration	Not applicable, as all current Non-Executive Independent Directors were appointed in FY24-25 only.
3.	Recognition or awards	Not applicable
4.	Job profile and suitability	<p>Non-executive Independent Directors perform all the applicable duties and functions as prescribed under the Act read with rules made thereunder, Listing Regulations as amended from time to time and other applicable laws.</p> <p>All the Independent Directors on the Board possess relevant skills, knowledge, experience, competence and capabilities required for discharging their duties and effective functioning of the Company.</p>
5.	Remuneration proposed	As specified under proposed resolution of Item No. 3 and its Statement pursuant to Section 102 of the Companies Act, 2013 of the Notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by the Non-Executive Independent Directors, the remuneration proposed to be paid is commensurate with the compensation package paid to counter parts in other companies in the sector.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial Personnel, if any.	No relationship <i>inter-se</i>
III. OTHER INFORMATION:		
1.	Reasons of loss or inadequate profits	<p>The business environment has been increasingly challenging and margins continue to remain under pressure. The rising cost of oils commodity, input cost, labour etc. is seen to be the key challenges.</p> <p>Due to this, the commission payable to Non-Executive Independent Directors may exceed the prescribed limits under Section 197 of the Companies Act, 2013.</p> <p>As a matter of abundant caution, the Board of Directors recommends passing a Special Resolution pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereto.</p>

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2.	Steps taken or proposed to be taken for improvement	To address these challenges, the Company has initiated several measures towards achieving organizational and operating efficiencies, diversifying portfolio, alongside working on improvements in process and controls. The approach has been to focus on operating leverage, gaining an enhanced customer base as well as new products and strive for growth.
3.	Expected increase in productivity and profits in measurable terms	The management team is aggressively pursuing various strategic initiatives to improve the financial performance and profitability of your Company. The above measure undertaken is expected to yield positive results in the coming years. The Company is expecting growth in revenue and profitability in coming years.

ITEM NO. 4, 5 AND 6:

Equity-based compensation plays a crucial role in employee remuneration across industries, aligning personal employee goals with organizational objectives through participation in company ownership. Your Company recognizes that equity-based plans are effective tools for attracting, retaining, motivating, and rewarding talent. To incentivize key employees for their contributions to corporate growth, foster a culture of employee ownership, retain top talent, and align individual goals with the Company’s objectives, your Company proposes to implement an employee stock option plan ‘**Agro Tech Foods Limited Employee Stock Option Plan, 2024**’ (“**ATFOODS ESOP 2024**” or “**the Plan**”), covering eligible employees of the Company, its subsidiaries and associate companies.

At this juncture, the Company has transited to the next phase of leveraging market opportunities and business growth including addressing business competition which has resulted in consistent demand for talent for critical roles. Apart from this, the emergence of skillsets relevant for the Company’s business coupled with industry practice as to equity compensation has resulted in changed dynamics of the talent market. This has necessitated in bringing out a meaningful reward strategy for attraction, retention, motivation and incentivization of both existing and future critical resources in the leadership positions, or holding critical roles as required in the business. Further, given the nature of the business, the Company is required to stay aligned with the sector/ industry wherein most of the cases, equity compensation is made attractive for eligible personnel with some discount from the prevailing market price subject to meeting of predefined performance conditions.

Selection of eligible employees and quantum of distribution of Employee Stock Options (“**Options**”) could vary at the discretion of the Nomination and Remuneration Committee (“**NRC**”). While making such selection, the NRC may consider factors such as length of service, grade, performance, conduct, present contribution, potential contribution of the eligible employee or such other factors as outlined in point (h) below.

Accordingly, the NRC and the Board of Directors (“**Board**”) of the Company at their respective meetings held on 28th August, 2024 had approved the introduction of the Plan, subject to the approval of the Shareholders.

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity)

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Regulations, 2021 (“SEBI SBEB Regulations”), features of the Plan are given as under:

a. Brief description of the Plan:

ATFOODS ESOP 2024 is a comprehensive Plan to grant Options to the eligible employees of the Company, its subsidiary(ies) and associate company as described below, to subscribe to the equity shares of the Company underlying the Options at an exercise price to be determined by the NRC. The NRC shall supervise the Plan as required under SEBI SBEB Regulations. All questions of interpretation of the Plan shall be determined by the NRC and such determination shall be final and binding upon all people who have an interest in the Plan.

b. Total number of Options to be offered and granted:

The total number of Options to be offered and granted under the Plan shall not exceed 20,00,000 (Twenty Lakhs) Options. Each Option when exercised would be converted into one equity share of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up.

In case of any corporate action(s) including but not limited to rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are issued by the Company to the eligible employees to make such fair and reasonable adjustment, the ceiling of equity shares as stated above shall be deemed to be increased to the extent of such additional equity shares issued. The NRC shall determine the nature, manner and the extent of the adjustment to be made as a consequence of any corporate action, consolidation etc.

c. Identification of classes of employees entitled to participate in the Plan:

The following class of employees are entitled to participate in the Plan:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India, or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group but excluding an independent director;
- (iii) an employee as defined in sub-clauses (i) and (ii), of group company including subsidiary company(ies) and its associate company, in India or outside India,

but excludes

- a. an employee who is a promoter or a person belonging to the promoter group; or
- b. a director who, either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

d. Requirements of Vesting and period of Vesting:

Any Option granted under the Plan shall vest not earlier than minimum vesting period of **1 (One) year** and not later than the maximum vesting period of **5 (Five) years** from the date of grant as may be determined by the NRC. The exact proportion in which and the exact period over which the Options would vest would be determined by the NRC.

In the event of death or permanent incapacity of an employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.

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Vesting of Options would be subject to continued employment with the Company, or with its subsidiary company, or with its associate company, as the case may be and that the optionee has not served any notice of resignation. In addition to this, the NRC shall have the power to prescribe achievement of performance condition(s)/target(s) which include one or more of the performance parameters such as:

- Return on capital employed,
- Revenue from operations,
- Earnings before interest, taxation, depreciation and amortization (EBITDA),
- Shareholders value creation, and
- Such other conditions as may be determined by the NRC.

The specific vesting schedule and vesting conditions subject to which vesting would take place would be outlined in the letter of grant given to the optionee at the time of grant of Options.

e. Maximum period within which the options shall be vested:

Any Option granted under the Plan shall be subject to a maximum vesting period of **5 (Five) years** from the date of grant of Options.

f. Exercise price or pricing formula:

The initial lot of Options (Options that will be granted by the NRC on or before 1 year from the approval of the Plan by the shareholders of the Company) will be granted at a discount of upto 50% of the market price as determined by the NRC at the time of grant of Options (“Initial Issue Price”).

The exercise price for future grants (i.e. other than the initial lot of Options) shall be determined by the NRC at the time of grant and such price per Option shall not be less than Initial Issue Price.

The specific exercise price shall be intimated to the option grantee in the grant letter at the time of grant.

g. Exercise period and the process of exercise:

The exercise period for vested Options shall be a maximum of **5 (Five) years** commencing from the relevant date of vesting of Options, or such other shorter period as may be prescribed by the NRC at time of grant.

The Options shall be deemed to have been exercised when an employee makes an application in writing to the Company or by any other means as decided by the NRC, for the issue of shares against the Options vested in him, subject to payment of exercise price and compliance of other requisite conditions of exercise. The Options shall lapse if not exercised within the specified exercise period.

h. Appraisal process for determining the eligibility of employees under the Plan:

The appraisal process for determining eligibility shall be decided from time to time by the NRC. The appraisal process shall include an evaluation of an employee based on one or more criteria for determining the eligibility of the employees to be granted Options, including but not limited to the following:

- Level and role of the employee;

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- Performance of the employee;
- Tenure with the organization;
- Grade with the organization; and
- Such other factors as the NRC may at its discretion decide from time to time.

i. Maximum number of options to be issued per employee and in aggregate:

The number of Options that may be granted under the Plan per employee and in aggregate (taking into account all grants) for such an employee, shall not exceed 10,00,000 (Ten Lakh) Options per eligible employee.

Prior approval of shareholders of the Company in the general meeting by passing special resolution shall be obtained in case the grant of Options to any identified employee, in any one financial year, is equal to or exceeding 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Option.

j. Maximum quantum of benefits to be provided per employee under the Plan:

The maximum quantum of benefits underlying the Options granted to an eligible employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option exercise price and the market price of the equity shares on the exercise date.

k. Route of the implementation:

The Plan shall be implemented and administered directly by the Company.

l. Source of acquisition of shares under the Plan:

The Plan contemplates the issue of fresh/ primary equity shares by the Company.

m. Amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the Plan.

n. Maximum percentage of secondary acquisition:

This is currently not contemplated under the Plan.

o. Accounting and Disclosure Policies:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in

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compliance with Regulation 15 of SEBI SBEB Regulations.

p. Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report. This statement currently is not applicable to the Company.

r. Period of lock-in:

The equity shares issued pursuant to exercise of vested Options shall not be subject to any lock-in period restriction in general. However, usual restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

s. Terms & conditions for buyback, if any, of specified securities/ options covered granted under the Plan:

Subject to the provisions of the prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

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

A draft copy of the Plan is available for inspection at the Company's registered office / corporate office during official hours on all working days till the last date of the e-voting.

Pursuant to Section 62(1)(b) of the Companies Act, 2013 and Regulation 6 of the SEBI SBEB Regulations, the Board recommends the special resolutions set out in Item No 4, 5 and 6 of the notice for the approval of the shareholders of the Company.

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ADDITIONAL INFORMATION ABOUT DIRECTORS RECOMMENDED FOR APPOINTMENT AND ABOUT DIRECTORS WHOSE TERMS OF REMUNERATION ARE PROPOSED TO BE VARIED AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND UNDER SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS

Name & DIN	Mr. Harjeet Singh Kohli (DIN: 07575784)	Mr. Karamendra Daulet Singh (DIN: 00110827)	Dr. Om Prakash Manchanda, (DIN: 02099404)
Designation	Non - Executive Non-Independent Director	Non - Executive Independent Director	Non-Executive Independent Director
Date of Birth (Age)	November 04, 1973 (51 years)	October 04, 1973 (51 years)	August 30, 1965 (59 Years)
Date of first appointment on the Board of the Company	February 06, 2025	February 06, 2025	November 15, 2024
Qualification	Mr. Kohli is an MBA graduate in Finance from University of Delhi, Faculty of Management Studies and a Mechanical Engineer from Delhi College of Engineering, University of Delhi. He also completed a leadership program from Harvard in 2014.	Mr. Singh is a dual-qualified lawyer, qualified to practice both in England and India	Dr. Manchanda has done MBA from IIM Ahmedabad. He has also done Advanced Management Program from Harvard Business School. He is a graduate in veterinary sciences from HAU Hisar, Haryana.
Brief Profile and Nature of expertise in specific functional area/skills and capabilities	Mr. Kohli is a part of Bharti Management Board and drives the strategic aspects of businesses, both across telecom & non-telecom, by focusing on inorganic build-outs, M&A, capital allocation, partnerships, strategic capital sources, corporate finance, capital structure, equity, investor management (private & public), investments, and risk management. He also plays the role of Business Sponsor driving core delivery & value creation for consumer & real estate businesses of the group.	Mr. Singh is the Managing Partner of Touchstone Partners and is responsible for the firm's overall business strategy, client experience and culture. A dual-qualified lawyer, qualified to practice both in England and India, Karam first worked with Freshfields Bruckhaus Deringer in London in the late 1990s, after graduating from the University of Cambridge, UK, with a first class. On returning to India, he worked with an established Indian law firm, before setting up his individual practice in 2002, which has	Dr. Manchanda, is the Managing Director of Dr. Lal PathLabs Limited. He has successfully led the transformation of Dr. Lal Path Labs from a small business to a professionally run listed Company. In 1990, Dr. Om joined Unilever Group of Companies (now Hindustan Unilever) and worked for HUL for nearly 10 years in various positions. Later, he moved to Monsanto India Limited and

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	Mr. Kohli has a vast experience of strategic expansion, large scale acquisitions, divestitures, IPO, QIP, Rights, buybacks, secondary sales, capital markets debt, equity market, corporate & investment banking experience, across business build-outs, product head, structuring, capital markets & full P&L based market management.	now evolved into the firm as currently constituted. Mr. Singh extensively advises several financial institutions and multinational corporations in connection with their India strategies and has worked on some of the largest crossborder transactions in the Indian market in the last 20 years.	Ranbaxy Laboratory Limited. Dr. Om Manchanda won prestigious awards of “EY Entrepreneur of the Year” for 2019 in the Healthcare and Life Sciences category. Dr. Manchanda has a vast experience in Corporate Strategy & Planning, Leadership, Brand Building and General Management.
Directorships in other Companies as on the date of Postal Ballot Notice	<ol style="list-style-type: none"> 1) Indus Towers Limited 2) Airtel Payments Bank Limited 3) Bharti Axa Life Insurance Company Limited 4) Bharti Real Estates Limited 5) Bharti Realty Limited 6) Nextra Data Limited 7) Bharti Enterprises Limited 8) Bharti Land Limited 9) Zinata Developers Private Limited 10) Selesa Realty Private Limited 	Sona BLW Precision Forgings Limited	<ol style="list-style-type: none"> 1) Dr. Lal PathLabs Limited 2) Dr. Lal Ventures Private Limited 3) Nephrocare Health Services Private Limited 4) Kaya Limited
Number of Board meetings attended as on the date of Postal Ballot Notice	Not Applicable	Not Applicable	1
Chairperson/Membership of the Committee(s) of other Companies as on the date of Postal Ballot Notice	<p>Nextra Data Limited:</p> <ol style="list-style-type: none"> 1. Nomination and Remuneration Committee – Member 2. Corporate Social Responsibility Committee- Chairman 3. Audit Committee – Chairman 4. Committee of Director – Chairman 	<p>Sona BLW Precision Forgings Limited</p> <ol style="list-style-type: none"> 1. Audit Committee – Member 2. Nomination and Remuneration Committee – Member 3. Investor Relations Committee - Member 	<p>Dr. Lal PathLabs Limited:</p> <ol style="list-style-type: none"> 1. Stakeholders Relationship Committee- Member 2. Corporate Social Responsibility Committee-Member

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	<p>Bharti Axa Life Insurance Company Limited:</p> <ol style="list-style-type: none"> 1. Board Investment Committee - Chairman 2. Risk Management Committee – Member 3. Board Audit & Compliance Committee – Member <p>Airtel Payments Bank Limited:</p> <ol style="list-style-type: none"> 1. Audit Committee: Member 2. IT Strategy Committee - Member 3. Nomination and Remuneration Committee – Member <p>Bharti Realty Limited:</p> <ol style="list-style-type: none"> 1. Nomination and Remuneration Committee – Member 2. Corporate Social Responsibility Committee- Member 3. Audit Committee: Member <p>Bharti Land Limited:</p> <ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee- Chairman 		
Listed entities from which the Director has resigned in past 3 years	Nil	Nil	Nil
No. of Shares held in the Company, including shareholding as a beneficial owner	Nil	Nil	Nil
Disclosure of inter-se relationships between Directors and Key Managerial Personnel	Nil	Nil	Nil

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Name & DIN	Ms. Richa Arora (DIN: 07144694)	Mr. Satish Premanand Rao (DIN: 03265301)	Mr. Rajesh Jain (DIN:10619014)
Designation	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Date of Birth (Age)	October 26, 1963 (61 years)	April 18, 1965 (59 years)	February 13, 1955 (70 years)
Date of first appointment on the Board of the Company	July 17, 2025	July 17, 2025	July 17, 2025
Qualification	Ms. Richa Arora is a Chevening scholar from the London School of Economics, an MBA from IIM Ahmedabad and a Graduate in Economics from Shri Ram College of Commerce, Delhi University	Mr. Satish Rao has done his MBA and M.Sc in Analytic Chemistry from University of Mumbai.	Mr. Rajesh Jain is a fellow member of Institute of Chartered Accountants of India.
Brief Profile and Nature of expertise in specific functional area/skills and capabilities	<p>Ms. Richa Arora has over three decades of extensive Board & CXO level experience in governance, strategy, business & cultural transformation, marketing, technology-enabled solutions, innovation across the value chain and ESG & sustainability. She is a member of the governing council of Mobile Crèches, an NGO focused on early child development.</p> <p>She was previously Independent Director at Snapdeal Limited, First Meridian Business Services Limited, and was on the Board of Directors of “Tata NourishCo” and Tata group’s e-commerce venture “Tata Unistore” (Tata Cliq). Richa was earlier with the Tata group, where as COO she led the transformation of the consumer business of Tata Chemicals.</p>	Mr. Satish Premanand Rao has more than 33 years of experience across consumer food and B2B segments in India, USA and China in various fields like Sales & Marketing, Governance, Strategy and Mentoring. He has held various position viz. Chairman and Managing Director in Firmenich Aromatics Ltd in India, MD in Kohinoor Specialities in India, and VP, McCormick& Co Inc, USA.	Mr. Rajesh Jain has more than 45 years of professional experience in India, Malawi and Zambia. He has extensive experience in Audit, Consulting and Corporate Finance. He has served KPMG in India and Africa for over 24 years and was one of the Founding Partners of KPMG in India. Prior to that he has worked with BDO (3 years), E&Y in India (3 years) and 20 years 5 Months in Walker Chandiook & Co.

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

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

Web: www.sundropbrands.com; CIN: L15142TG1986PLC006957

Directorships in other Companies as on the date of Postal Ballot Notice	1. Relaxo Footwears Limited 2. Grihum Housing Finance Limited	1. Swiss Indian Chamber of Commerce India 2. Indo Swiss Chamber of Commerce 3. Anthea Aromatics Private Limited 4. Catasynth Speciality Chemicals Private Limited 5. DRT- Anthea Aroma Chemicals Private Limited	1. Gensol Engineering Limited Vama 2. Vama Sundari Investments (Delhi) Private Limited 3. Panacea Biotec Limited 4. Federal Mogul Goetze (India) Limited 5. Panacea Biotec Pharma Limited 6. Del Monte Foods Private Limited
Number of Board meetings attended as on the date of Postal Ballot Notice	4	4	4
Chairperson/Membership of the Committee(s) of other Companies as on the date of Postal Ballot Notice	Grihum Housing Finance Limited – 1. Stakeholders Relationship - Chairperson 2. CSR Committee - Chairperson 3. Audit Committee - Member 4. Review Committee - Member 5. IT Strategy Committee- Member Relaxo Footwears Limited – 1. Audit Committee - Member 2. Nomination & Remuneration Committee - Member 3. CSR & ESG Committee - Member	Nil	Gensol Engineering Limited – 1. Audit Committee- Chairperson 2. CSR Committee- Chairperson 3. Nomination and Remuneration Committee- Member 4. Stakeholders' Relationship Committee – Member 5. Risk Management Committee- Member Federal Mogul Goetze (India) Limited – 1. CSR Committee- Chairperson 2. Audit Committee- Member Panacea Biotec Pharma Limited –

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			<p>1. Audit Committee-Chairperson</p> <p>Panacea Biotec Limited –</p> <p>1. Audit Committee-Member</p> <p>2. Nomination and Remuneration Committee-Member</p> <p>Vama Sundari Investments (Delhi) Private Limited –</p> <p>1. Risk Management Committee-Chairperson</p> <p>2. Audit Committee-Chairperson</p> <p>3. Nomination and Remuneration Committee-Chairperson</p> <p>Del Monte Foods Private Limited-</p> <p>1. Audit Committee-Member</p>
Listed entities from which the Director has resigned in past 3 years	Nil	Nil	Nil
No. of Shares held in the Company, including shareholding as a beneficial owner	Nil	Nil	Nil
Disclosure of inter-se relationships between Directors and Key Managerial Personnel	Nil	Nil	Nil

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