



18th November 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(s)/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 has been sent today only by electronic mode to the Shareholders seeking their approval for the following Resolutions:

1. ‘Ordinary Resolution’ for approving the “Appointment of Mr. Velloor Venkatakrishnan Ranganathan (DIN: 00060917) as Non-Executive Director of the Company, liable to retire by rotation, w.e.f. September 24, 2025.”
2. ‘Ordinary Resolution’ for approving the “Appointment of Mr. Ramit Bharti Mittal (DIN: 01228624) as Non-Executive Director of the Company, liable to retire by rotation. w.e.f. September 24, 2025.”
3. ‘Special Resolution’ for approving the “Appointment of Mr. Madhavan Karunakaran Menon (DIN: 00008542) as Non-Executive Independent Director of the Company for a period of 5 years commencing from September 24, 2025.”

The remote e-voting period will commence from **9.00 a.m. (IST) on Saturday, November 22, 2025, and ends at 5.00 p.m. (IST) on Sunday, December 21, 2025.**

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,
For Sundrop Brands Limited
(Formerly known as Agro Tech Foods Limited)

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

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

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

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

Web: www.sundropbrands.com; CIN: L15142TG1986PLC006957

SUNDROP BRANDS LIMITED
(Formerly known as Agro Tech Foods Limited)

CIN: L15142TG1986PLC006957

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

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

E-mail: investorredressal@sundropbrands.com | 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, November 22, 2025, at 9.00 AM	Sunday, December 21, 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, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 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, December 21, 2025**. Remote e-Voting will be blocked by the 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, November 22, 2025, and ends at 5.00 p.m. (IST) on Sunday, December 21, 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, December 23, 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 November 12, 2025. Pursuant to Rule 22(5) of the Rules, the Board of Directors in their meeting held on November 12, 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. VELLOOR VENKATAKRISHNAN RANGANATHAN (DIN: 00060917) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION, WITH EFFECT FROM SEPTEMBER 24, 2025.

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

"RESOLVED THAT pursuant to the 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. Velloor Venkatakrishnan Ranganathan (DIN: 00060917), who was appointed by the Board of Directors ("the Board"), 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

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September 24, 2025 and who holds office as an Additional Director, up to the date of forthcoming Annual General Meeting of the Company 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 September 24, 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. RAMIT BHARTI MITTAL (DIN: 01228624) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION, WITH EFFECT FROM SEPTEMBER 24, 2025.

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

"RESOLVED THAT pursuant to the 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. Ramit Bharti Mittal (DIN: 01228624), who was appointed by the Board of Directors ("the Board"), 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 September 24, 2025 and who holds office as an Additional Director, up to the date of forthcoming Annual General Meeting of the Company 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 September 24, 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. 3: APPOINTMENT OF MR. MADHAVAN KARUNAKARAN MENON (DIN: 00008542) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS COMMENCING FROM SEPTEMBER 24, 2025.

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

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"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 Regulations 17(1A) and 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. Madhavan Karunakaran Menon (DIN: 00008542), who was appointed by the Board of Directors ("the Board"), 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 September 24, 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 September 24, 2025 to September 23, 2030 (both days inclusive), and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the LODR Regulations, Mr. Madhavan Karunakaran Menon be continued as an Independent Director of the Company for the said term of 5 years, notwithstanding that on February 12, 2030, he attains the age of 75 years during the aforesaid tenure.

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."

By Order of the Board

Sd/-

Date: November 12, 2025

Place: Gurugram

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

Notes :

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions 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, November 14, 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

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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 Resolutions not later than 5.00 p.m. (IST) on Sunday, December 21, 2025.
5. Members may note that as required under the provisions of Sections 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, December 21, 2025.
9. The remote e-voting commences on **9.00 a.m. (IST) on Saturday, November 22, 2025, and ends at 5.00 p.m. (IST) on Sunday, December 21, 2025.** The remote e-voting module shall also be disabled by KFintech for voting thereafter.
10. The Scrutinizer's decision on validity of the Postal Ballot shall be final.
11. Members can contact the 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: cinward.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.

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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 9313”

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:

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.

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

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Individual Shareholder login through their demat accounts / Website of - Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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. 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.
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Important note:

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

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at 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:
- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9313, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - After entering these details appropriately, click on "LOGIN".
 - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the "EVEN" i.e., Sundrop Brands Limited (Formerly known as Agro Tech Foods Limited)- POSTAL BALLOT" and click on "Submit"
 - On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR"

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

OTHER INSTRUCTIONS

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

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

ITEM NO. 1 - APPOINTMENT OF MR. VELLOOR VENKATAKRISHNAN RANGANATHAN (DIN: 00060917) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION, WITH EFFECT FROM SEPTEMBER 24, 2025.

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, by way of Circular Resolution passed on 24th September 2025, appointed Mr. Velloor Venkatakrishnan Ranganathan (DIN: 00060917) as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company to hold office up to the date of ensuing 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, by way of Circular Resolutions passed on 24th September 2025, has recommended the appointment of Mr. Velloor Venkatakrishnan Ranganathan (DIN: 00060917) 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. Velloor Venkatakrishnan Ranganathan (DIN: 00060917) 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. Velloor Venkatakrishnan Ranganathan, 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.

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ITEM NO. 2: APPOINTMENT OF MR. RAMIT BHARTI MITTAL (DIN: 01228624) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION, WITH EFFECT FROM SEPTEMBER 24, 2025.

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, by way of Circular Resolution passed on 24th September 2025, appointed Mr. Ramit Bharti Mittal (DIN: 01228624) 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, by way of Circular Resolutions passed on 24th September 2025, has recommended the appointment of Mr. Ramit Bharti Mittal (DIN: 01228624) 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. Ramit Bharti Mittal (DIN: 01228624) 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. Ramit Bharti Mittal, 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 an Ordinary Resolution as set out in Item no. 2 of this notice for the approval of Members.

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ITEM NO. 3 - APPOINTMENT OF MR. MADHAVAN KARUNAKARAN MENON (DIN: 00008542) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS COMMENCING FROM SEPTEMBER 24, 2025.

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions, the Board, by way of Circular Resolution passed on 24th September 2025, appointed Mr. Madhavan Karunakaran Menon (DIN: 00008542) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of five (5) years with effect from September 24, 2025 to September 23, 2030 (both days inclusive) subject to the approval of the Members 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) 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 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,
- (v) 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,
- (vi) 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;
- (vii) A notice in writing by a Member proposing his candidature under Section 160(1) of the Act,
- (viii) 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
- (ix) 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. Madhavan Karunakaran Menon. In the opinion of the Board, Mr. Madhavan Karunakaran Menon 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 the 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 and his continuation on the Board of the Company as an Independent Director even after attaining the age of 75 years during his tenure will be in the interest of the Company.

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The resolution seeks the approval of Members of the Company for the appointment of Mr. Madhavan Karunakaran Menon as Non-Executive Independent Director of the Company from September 24, 2025 to September 23, 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. Madhavan Karunakaran Menon as Non-Executive Independent Director of the Company, as a Special 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. Madhavan Karunakaran Menon, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 3.

The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of Members.

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ADDITIONAL INFORMATION ABOUT DIRECTORS RECOMMENDED FOR APPOINTMENT 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. Velloor Venkatakrishnan Ranganathan (DIN: 00060917)	Mr. Ramit Bharti Mittal (DIN: 01228624)	Mr. Madhavan Karunakaran Menon (DIN: 00008542)
Designation	Non - Executive Non-Independent Director	Non – Executive Non-Independent Director	Non-Executive Independent Director
Date of Birth (Age)	December 15, 1952 (72 years)	December 06, 1979 (45 years)	February 12, 1955 (70 Years)
Date of first appointment on the Board of the Company	September 24, 2025	September 24, 2025	September 24, 2025
Qualification	Mr. V.V. Ranganathan graduated in commerce in 1973 with a Gold Medal. He is currently a member of the International Council for Commercial Arbitration based in the Hague, Netherlands. He is also a member of a Conciliation Committee of Independent Experts constituted under the Arbitration & Conciliation Act 1996.	Mr. Ramit holds an MBA degree from the Southern Methodist University, Dallas (Texas) and a BBA from Rochester Institute of Technology.	Mr. Madhavan holds MBA degree from George Washington University and undergraduate degree from American University of Beirut.
Brief Profile and Nature of expertise in specific functional areas/skills and capabilities	Mr. V.V. Ranganathan is a finance professional with over 40 years of variegated experience in India and overseas. He was a Senior Partner with Ernst & Young and now called EY, one of the big four global firms. He served EY in India during its crucial growth phase for many years in various capacities including that of Country Leader for Strategic Growth Markets and Country Head for Quality & Risk Management for the firm. He was the Country Leader for Strategic Growth Markets working on strategies for business opportunities in emerging growth markets and	Mr. Ramit Bharti Mittal is the Executive Chairman of Gourmet Investments Pvt. Ltd. He is also a member of the CII Regional Committee on Agriculture, Fisheries, Food Processing and Dairy. Ramit's business interests span media, entertainment and hospitality. Ramit's hospitality venture, Gourmet Investments, aims to set the gold standard for new-age dining and entertainment for families, professionals and urbane customers. Under Ramit's leadership the company has put together a portfolio of brands, focusing on casual dining to best-in-class culinary experiences and	Mr. Madhavan Menon joined Thomas Cook India in 2000 as the Executive Director responsible for the Foreign Exchange business and stepped up to the position of Managing Director in January 2006; Chairman & Managing Director in January 2016; and Executive Chairman effective July 2023. He retired as Executive Chairman in May 2025 after 25 years with Thomas Cook Group and stepped down from the Board on September 17, 2025. During his tenure, Thomas Cook India has made several

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	reporting directly to the then Global Vice-Chair of EY in London. He was also a key founding member of the marquee Entrepreneur of the Year Program in India & the World Entrepreneur of the Year at Monte Carlo.	innovative concept restaurants. He founded GIPL in 2012, with a vision to create a benchmark in the casual dining industry in India by bringing in the finest international restaurant brands and providing best-in-class experience to the young and aspirational Indians. The company at present boasts of a beautifully curated host of international brands like PizzaExpress (Gourmet Pizza brand from the UK), Chili's American Grill & Bar (Texmex Cuisine), Ministry of Crab (Asia's Top 50 for 8 years in a row) and P.F. Chang's (American Pan-Asian Cuisine). In 2018, Ramit brought the iconic Sri Lankan seafood restaurant 'Ministry of Crab' to India. The global franchise is revered by fans of crustacean cuisine and the Colombo-based restaurant has consistently featured on Asia's 50 Best Restaurant's list since 2015. Prior to starting his entrepreneurial journey, Ramit played an instrumental role in establishing the Easyday retail brand. He gained valuable experience through professional assignments with leading companies such as IBM in their headquarters at Armonk, New York. He also worked with the advertising firm DY&R in Singapore.	acquisitions, noteworthy being Kuoni's Destination Management Specialists across 17 countries and acquisition of DEI (one of the world's leading imaging solutions and services providers). Additionally, he facilitated the purchase of the Thomas Cook Brand in 2018. Madhavan has a varied background, having commenced his career in banking and financial services at Grindlays Bank, Citibank and Emirates Bank and in Birla Sun Life Asset Management Company. He was also the Chairman of the Fairfax India Charitable Foundation (FICF) that focuses on the large and growing challenge around access to affordable dialysis in India. FICF, as of October 2024, has set up over 1400 dialysis machines across over 350 centres, offering free dialysis to India's poorest. Madhavan was appointed to the Board of John Keels Holdings PLC, Sri Lanka in August 2025. He is also a Member of the Board of Isprava Vesta Private Limited and Cedar Management Consulting Private Limited. His areas of Interest are Governance, Risk Management and Technology.
Terms and conditions of Appointment	Appointment as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation	Appointment as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation	Appointment as a Non-Executive Independent Director for a period of five years commencing from September 24, 2025, to

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			September 23, 2030, not liable to retire by rotation.
Details of remuneration sought to be paid	Mr. V.V. Ranganathan shall not receive any remuneration or sitting fees from the Company	Mr. Ramit shall not receive any remuneration or sitting fees from the Company	Sitting fees for attending Board and Committee Meetings, if any, where he is a member and Commission as determined by the Board of Directors to be paid.
Remuneration last drawn	Not Applicable	Not Applicable	Not Applicable
Directorships in other Companies as on the date of Postal Ballot Notice	1) Brigade Enterprises Ltd 2) Bharti Life Insurance Company Limited	1) Bharti RM Trustees S1 Private Limited 2) Texmex Cuisine India Private Limited 3) Shokutsu Nihonbashi Restaurants Private Limited 4) Gourmet Investments Private Limited	1) CSB Bank Limited 2) Isprava Vesta Private Limited 3) Cedar Management Consulting Private Limited 4) Isprava Hospitality Private Limited
Number of Board meetings attended as on the date of Postal Ballot Notice	Nil	Nil	Nil
Chairperson/Membership of the Committee(s) of other Companies as on the date of Postal Ballot Notice	Brigade Enterprises Limited: 1. Audit Committee – Member 2. Nomination & Remuneration Committee – Chairman Bharti Life Insurance Company Limited: 1. Board Audit and Compliance Committee – Chairman 2. Risk Management Committee – Member 3. Policyholders Protection, Grievance Redressal and Claims Monitoring Committee – Member 4. Board Nomination and Remuneration Committee – Member	Nil	CSB Bank Limited: 1. IT Strategy Committee – Member 2. Risk Management Committee – Member 3. Audit Committee – Member 4. Stakeholders Relationship Committee – Member 5. Committee for monitoring large value frauds – Chairman
Listed entities from which the	1. Birlanu Limited	Nil	1. Thomas Cook (India) Limited

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Director has resigned in past 3 years			
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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