



20th May 2026

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: **Annual Secretarial Compliance Report for the Financial Year ended March 31, 2026**

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, please find enclosed the Annual Secretarial Compliance Report of the Sundrop Brands Limited (*formerly known as Agro Tech Foods Limited*) issued by M/s. Tumuluru & Company, Practising Company Secretaries (Peer Review Certificate No: 7812/2026) for the financial year ended March 31, 2026.

You are requested to take this on record.

Thanking you,

Yours faithfully,

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

Kavita
Company Secretary & Compliance Officer
A-27174

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

**Annual Secretarial Compliance Report of
Sundrop Brands Limited
(Formerly known as Agro Tech Foods Limited)
For the financial year ended 31st March 2026**

I/We **B V Saravana Kumar**, Partner of M/s. **Tumuluru & Company.**, **Company Secretaries** have examined:

- (a) all the documents and records made available to us and explanation provided by **Sundrop Brands Limited (formerly known as Agro Tech Foods Limited)** (“the listed entity”/ “Company”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended **31st March 2026** (“Audit Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **not applicable during the Audit period**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

During the Audit period, the Promoters of the Company i.e CAG- Tech (Mauritius) Limited acquired an **additional** 18,81,073 equity shares **through** an off-market transaction from DMPL India Limited, a public shareholder on December 23, 2025, thereby reinforcing the Promoter’s commitment to the Company. Subsequently, the shareholding of CAG-Tech (Mauritius) Limited enhanced from 1,27,85,449 equity shares corresponding to 33.92% to 1,46,66,522 equity shares corresponding to 38.91%. The entire shareholding of 1,46,66,522 equity shares of CAG-Tech (Mauritius) Limited is subject to encumbrance created by way of Non-Disposal Undertaking as of March 31, 2026.

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(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **not applicable during the Audit period**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

During the Audit period, the Nomination and Remuneration Committee (“the NRC”) approved the grant of 15,77,757 Employee stock options (“Options”) and cancellation of 1,29,846 options under the “Agro Tech Foods Limited Employees Stock Option Plan, 2024” (“the ESOP Scheme 2024”) as implemented by the Company with effect from April 27, 2025. As of March 31, 2026, the total outstanding ESOP was 14,47,911 Options.

(f) Securities and Exchange Board of India (Issue and listing of Non-Convertible Securities) Regulations, 2021; **not applicable during the Audit period**;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder and based on the above examination, I/We hereby report that, during the Audit Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
Not Applicable										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Details of violation / deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not Applicable						

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(c) I/we hereby report that, during the Audit period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance Status (Yes/ No/ NA)	Observations /Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	Nil
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated, as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes	Nil
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website.	Yes	Nil
4	Disqualification of Director(s): None of the Director(s) of the listed entity is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5	Details related to Subsidiaries of listed entity have been examined w.r.t.: <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Disclosure Requirement of material as well as other subsidiaries 	Yes	Nil
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribe under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil

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7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	As per SEBI LODR and Companies Act, the Board, Committee and Individual Directors Evaluation is required to be done once in a year. Formal process of Performance Evaluation was carried out on 03/03/2026 for the FY 25-26.
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit Committee.	Yes	Nil
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	No action(s) has been taken against the Company/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges during the Audit period.

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12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	YES	“During the financial year 2025–26, the erstwhile Statutory Auditors of Del Monte Foods Private Limited ("DMFPL"), a material subsidiary of the Company, namely BSR & Co. LLP (Registration No. 101248W/W-100022), resigned from their office with effect from August 05, 2025, to facilitate alignment of DMFPL's statutory auditors with those of its Holding Company i.e. Sundrop Brands Limited (<i>formerly known as Agro Tech Foods Limited</i>). Accordingly in this alignment, BSR and Co. (Firm Registration No. 128510W), Chartered Accountants were appointed as the Statutory Auditors of DMFPL for a term of five (5) consecutive years
13	Additional non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc.	NA	No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc. during the Audit period


Observations/Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA'

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

for Tumuluru & Company
Company Secretaries

Place : Hyderabad
Date : 07th May 2026


B V Saravana Kumar
Partner
ACS NO. 26944
C. P. No. 11727
UDIN: A026944H000270407
Peer Review Certificate: 7812/2026

