

# NEELAMALAI AGRO INDUSTRIES LIMITED

(Registered Office : Katary Estate, Katary P.O., Coonoor, Nilgiris District - 643 213, TamilNadu)

60, Rukmani Lakshmipathi Salai, Egmore, Chennai - 600 008

Tel: 044 28583463 Fax: 044 28593997

Corporate Identification Number (CIN): L01117TZ1943PLC000117

E-Mail : neelamalai@avtplantations.co.in Website : www.neelamalaiagro.com

12<sup>th</sup> April, 2022

BSE Limited  
Department of Corporate Services  
Floor 25,P J Towers  
Dalal Street,  
Mumbai – 400 001

Dear Sir / Madam,

**Sub:** Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015

**Ref:** Stock code - 508670

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith, the Postal Ballot Notice together with Explanatory Statement, seeking approval of the Members for the Special Resolution as mentioned in the Postal Ballot Notice dated 31<sup>st</sup> March 2022.

In accordance with provisions of Section 110 and other applicable provisions, if any, of the companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No.20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars"), the Postal Ballot Notice along with the Explanatory Statement is being sent in electronic form only to those members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, April 8, 2022 ("cut-off date") and whose e-mail IDs are registered with Registrar and Transfer Agents of the Company or Depository/Depository Participants.

The Company has engaged the services of Central Depository Services Limited ("CDSL") for providing e-voting facility to the Members. The e-voting facility will be **available from 9.00 a.m. (IST) on Wednesday, April 13, 2022 upto 5.00 p.m. (IST) on Thursday, May 12, 2022**. The voting results of Postal Ballot be declared on or before **Monday, May 16, 2022**.

The copy of the said Postal Ballot Notice is being made available on the website of the Company, i.e. [www.neelamalaiagro.com](http://www.neelamalaiagro.com).

We request you to take the above on your record.

Thanking you,

Yours Faithfully,  
For NEELAMALAI AGRO INDUSTRIES LTD

  
**S. LAKSHMI NARASIMHAN**  
COMPANY SECRETARY & COMPLIANCE OFFICER



## NEELAMALAI AGRO INDUSTRIES LTD.

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### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 and 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

E-VOTING STARTS ON	E-VOTING ENDS ON
Wednesday, April 13, 2022 at 9:00 a.m. (IST)	Thursday May 12, 2022 at 5:00 p.m. (IST)

Dear Members,

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('**Act**') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('**Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('**SS-2**'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021, in view of the COVID-19 pandemic (collectively the '**MCA Circulars**'), to transact the special business as set out hereunder by passing Special Resolution by way of Postal Ballot.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ('**Notice**').

On account of the ongoing COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services India Limited ('**CDSL**') for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company [www.neelamalaiagro.com](http://www.neelamalaiagro.com)

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Thursday, May 12, 2022. The remote e-voting facility will be disabled by CDSL immediately thereafter.

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### SPECIAL BUSINESS

#### 1. Appointment of Mr.M. Meyyappan (DIN: 00836979) as Non-Executive & Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b), 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), Mr.M. Meyyappan (DIN: 00836979), who was appointed as an Additional Director designated as Non-Executive & Independent Director of the Company by the Board of Directors with effect from 01.04.2022, pursuant to Section 161 of the Act and Article 109 of the Articles of Association of the Company and in respect of whom a notice under Section 160 of the Act has been received and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as a Non-Executive & Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (Three) consecutive years with effect from 01.04.2022 to 31.03.2025.

**RESOLVED FURTHER THAT** any of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

**For and on Behalf of the Board**

Chennai  
31-03-2022

Ajit Thomas  
Chairman  
DIN:00018691

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### NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 ("Act") setting out all material facts and reasons for the proposed resolution is annexed hereto and forms part of this notice.
2. On account of the threat posed by COVID-19 and in terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice of Postal Ballot in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of Beneficial Ownership maintained by the Depositories as on the close of business hours on Thursday, 08<sup>th</sup> April, 2022.
4. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.neelamalaiagro.com](http://www.neelamalaiagro.com), website of the Stock Exchange i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)
5. The date of completion of sending the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers: (i) "Financial Express" daily Newspaper all editions in English language; and (ii) "Makkal Kural" a daily Tamil Newspaper in its editions covering entire Tamil Nadu, having wide circulation in the district where the Registered Office of the Company is situated.
6. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday 08<sup>th</sup> April, 2022 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a Member as on the Cut-off date should treat this notice for information purposes only.
7. Pursuant to the provisions of Section 108 and Section 110 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. For this purpose, the Company has availed the services of Central Depository Services (India) Limited ("CDSL") for facilitating e-voting to enable the Members to cast their votes electronically. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
8. A Member cannot exercise his vote by proxy on Postal Ballot.
9. The voting rights for the 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.
10. The Company has appointed Mr. V. Suresh (C.P.No.6032), Practicing Company Secretary to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
11. Institutional investors are encouraged to vote on the Postal Ballot. Corporate Members are required to send a scanned copy (PDF/JPG Format) of the Authority Letter authorising its representatives to vote for the postal ballot on its behalf. The said Authority Letter shall be sent to the Scrutiniser by email through its registered email address to [vsureshpcs@gmail.com](mailto:vsureshpcs@gmail.com) with a copy marked to CDSL on [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
12. The e-voting period commences on Wednesday 13<sup>th</sup> April, 2022 09.00 A.M. (IST) and ends on Thursday, 12<sup>th</sup> May, 2022 at 05.00 P.M. (IST). During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, Friday, 08<sup>th</sup> April, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

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13. The resolution, if approved, shall be deemed to have been passed on the last date of voting, i.e., Thursday, 12<sup>th</sup> May, 2022. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement, resolutions of the Board of Directors and the Nomination and Remuneration Committee, Memorandum and Articles of Association of the Company are available for inspection by the Members at the Company's Registered Office on all working days during normal business hours from the date of despatch of this Postal Ballot Notice and up to the date of closure of Postal Ballot. Members may also write to [secneelamalai@avtplantations.co.in](mailto:secneelamalai@avtplantations.co.in) for inspection of the relevant document.

14. Members who have not registered/updated their e-mail IDs so far are requested to register/update the same to get all notices, communiques, etc. from the Company, electronically, as per the following procedure:

Physical Holding	Kindly submit <a href="#">Form ISR-1</a> to update PAN, Postal Address with PIN, Email Address & Mobile Number including demat and bank account details. Form ISR-1 is available on the website of the Company.  You are requested to forward the duly filled-in documents along with the related proofs as mentioned in the form to the following address:  M/s Cameo Corporate Services Limited. Subramanian Building #1, Club House Road, Chennai 600 002 - India. Ph: 044- 28460390 to 95 Email: <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a>
Demat Holding	Contact respective Depository Participant(s)

15. The Scrutinizer will submit their report to the Chairman/Person authorised by Chairman after completion of the scrutiny of the e-votes submitted. The Scrutinizer's decision on the validity of the e-votes shall be final.

16. The results of the postal ballot through e-voting will be announced on or before Monday, 16<sup>th</sup> May, 2022 at the Registered Office of the Company. The results, together with the Scrutinizer's Report, will be displayed at the Registered Office of the Company and on the Company's website at [www.neelamalaiagro.com](http://www.neelamalaiagro.com), on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) besides being communicated to BSE Limited.

### 17. INSTRUCTIONS FOR E-VOTING:

(i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Pursuant to aforesaid SEBI Circular Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFIN/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under</li></ol>

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	'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(iii) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

7) After entering these details appropriately, click on "SUBMIT" tab.

8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10) Click on the EVSN for NEELAMALAI AGRO INDUSTRIES LIMITED on which you choose to vote.

11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

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- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at vsureshpcs@gmail.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders - Kindly submit Form ISR-1 to update PAN, Postal Address with PIN, Email Address & Mobile Number including demat and bank account details. Form ISR-1 is available on the website of the Company. You are requested to forward the duly filled-in documents along with the related proofs as mentioned in the form to Company's RTA, M/s Cameo Corporate Services Limited, Chennai.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

**CDSL:** All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**NSDL** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi M at evoting@nsdl.co.in

### NOTE TO SHAREHOLDERS

We hereby inform that SEBI vide its Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 has mandated:

- a. Furnishing of PAN, email address, mobile number, bank account details, signature and nomination by holders of physical securities.
- b. Freezing of folios in cases where PAN is not linked with Aadhaar by March 31, 2022 (or any other date as may be specified by the Central Board of Direct Taxes).
- c. Folios wherein any one of the said documents(s)/detail(s) are not available on or after April 1, 2023, shall be frozen. Such shareholders shall not be eligible to lodge grievance(s) or avail service request(s) from the RTA and shall not be eligible for receipt of dividend in physical mode.
- d. After December 31, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

Further, in compliance to the SEBI Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, if the service requests are received by RTA (like Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal/Exchange, Endorsement, Sub-division/Splitting, Consolidation of securities certificates/folios, Transmission and Transposition of securities) from those shareholders whose details, as mentioned in SEBI Circular dated November 3, 2021, are duly updated in the system, the RTA/Company shall verify and process the service requests and issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any, which shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.

## NEELAMALAI AGRO INDUSTRIES LTD.

Registered Office: Katary Estate, Katary Post, Coonoor, The Nilgiris - 643 213  
CIN: L01117TZ1943PLC000117 Telephone: 0423 - 2284235, Fax: 0423 - 2284080  
E-mail: secneelamalai@avtplantations.co.in Website: www.neelamalaiagro.com

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### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") SETTING OUT ALL MATERIAL FACTS**

#### **1. Appointment of Mr. M.Meyyappan (DIN: 00836979) as Non-Executive & Independent Director of the Company**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. M. Meyyappan (DIN 00836979), aged 67 years, as an Additional Director designated as Non-Executive & Independent Director of the Company, with effect from 01.04.2022 till 31.03.2025, under Section 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") and Article 109 of the Articles of Association of the Company.

In terms of Section 161 of the Act, Mr. M. Meyyappan holds office upto the date of the ensuing Annual General Meeting of the Company. However, pursuant to Regulation 17 and 25 of Listing Regulations, the Company shall ensure the approval of shareholders for his appointment at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. M. Meyyappan is being proposed for the approval of the members by Postal Ballot.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Mr. M. Meyyappan for the office of Director and Independent Director, to be appointed as such under the provisions of Section 149 of the Act. The Company has received from Mr. M. Meyyappan

- a) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014;
- b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; and
- c) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of Listing Regulations.

Mr.M. Meyyappan, is a former Independent Director of M/s. MRF Ltd. He brings experience of corporate governance, P&L management, consumer insights and financial acumen to his presence on Boards.

Mr.M. Meyyappan meets the criteria of independent as prescribed both under Section 149(6) of the Companies Act, 2013 and under as identified by the Nomination & Remuneration Committee and therefore in the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company the appointment of Mr.M. Meyyappan on the Board of the Company would be beneficial to the Company considering his vast experience.

The disclosure required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") is provided as Annexure A of this Notice.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr.M. Meyyappan as a Non-Executive & Independent Director in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of Members.

None of the Directors or Key Managerial Personnel or their relatives, except Mr.M.Meyyappan, are in any way concerned or interested in the proposed resolution as set out in the Notice.

**For and on Behalf of the Board**

Chennai  
31-03-2022

Ajit Thomas  
Chairman  
DIN:00018691

**NEELAMALAI AGRO INDUSTRIES LTD.**

Registered Office: Katary Estate, Katary Post, Coonoor, The Nilgiris - 643 213  
CIN: L01117TZ1943PLC000117 Telephone: 0423 - 2284235, Fax: 0423 - 2284080  
E-mail: secneelamalai@avtplantations.co.in Website: www.neelamalaiagro.com

**Annexure A****PARTICULARS OF THE DIRECTOR SEEKING APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS****1. Appointment of Mr. M.Meyyappan (DIN: 00836979) as Non-Executive & Independent Director of the Company**

Name of the Director	Mr.M. Meyyappan
Date of Birth	14.08.1954
DIN	00836979
Qualifications	MBA from Indiana University, Bloomington, US
Expertise in specific functional areas	Has considerable business experience and has exposure in Coffee, Cardamom and Rubber
Date of appointment in present term	01.04.2022
Number of Board Meeting attended during the year 2021-2022	Not Applicable
Relationship with other directors inter-se	No
Directorships held in other Companies as on March 31, 2022 (excluding foreign companies)	<b><u>Director</u></b> - M/s. Visalam Shares Pvt Ltd - M/s. Chettinad Heritage Hotels Pvt Ltd
Membership of Committees of other Companies	Nil
Number of Shares held in the Company - Self	Nil
Number of Shares held in the Company - Relatives	Mrs. Meenakshi Meyyappan (Mother) – 1000 Shares Mrs. Valli Meyyappan (Wife) - 1000 shares