

**NEELAMALAI AGRO INDUSTRIES LIMITED**

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

Post Box No. 4260, Panampilly Nagar P.O., Ernakulam - 682 036, Kerala

Tele : (0484) 2315312 Fax : (0484) 2312541

Corporate Identity Number (CIN): L01117TZ1943PLC000117

E-Mail : secneelamalai@avtplantations.co.in

Website : www.neelamalaiagro.com

28th January, 2021

The Secretary
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001
Phones: 022-22721233/4, 022-66545695

Dear Sirs,

Sub: Outcome of Buyback Committee meeting held today i.e. 28.01.2021

Ref: Scrip Code: 508670

With reference to the above, please find enclosed the draft letter of offer approved in the Buyback Committee meeting held today (28.01.2021).

The same has been made available on the Company's website www.neelamalaiagro.com

This is for your information and record.

Thanking You,

Yours faithfully,

For Neelamalai Agro Industries Limited

S. LAKSHMI NARASIMHAN
Company Secretary & Compliance Officer



DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is being sent to you as a registered Equity Shareholder(s) of Neelamalai Agro Industries Limited, as on the Record Date in accordance with Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended. If you require any clarification about the action to be taken, you may consult your stock broker or your investment consultant or the Manager to the Buyback, Saffron Capital Advisors Private Limited or the Registrar to the Buyback- Cameo Corporate Services Limited.

NEELAMALAI AGRO INDUSTRIES LIMITED

(Corporate Identification Number: L01117TZ1943PLC000117)

Registered Office: Katary Estate, Katary P.O., Coonoor, The Nilgiris, Nilgiri, Tamil Nadu - 643213, India;
Tel. No.: +91 423-2284235; **Email:** narasimhan.l@avtplantations.co.in; secneelamalai@avtplantations.co.in;

Website: www.neelamalaiagro.com

Contact Person: Mr. Lakshmi Narasimhan, Company Secretary and Compliance Officer

Cash offer to Buyback up to maximum of **25,350** (Twenty Five Thousand Three Hundred Fifty) fully paid-up Equity Shares of face value Rs. 10/- each, at a price of ₹ **1,600** (Rupees One Thousand Six Hundred only) per share for an aggregate maximum amount of upto ₹ **4,05,60,000** (Rupees Four Crores Five Lacs Sixty Thousand only) which represents **9.99%** and **2.45%** of the fully paid-up Equity Share capital and free reserves as per the latest available audited financial statements of the Company for the financial year ended March 31, 2020, on standalone and consolidated basis, respectively through the Tender Offer process. The Equity Shares proposed to be bought back constitute **4.04%** of the total paid up equity share capital of the Company as per the latest available standalone audited financial statements of the Company for the financial year ended March 31, 2020. The Letter of Offer will be sent to the Equity Shareholder(s) / Beneficial Owner(s) of Equity Shares of the Company as on the Record Date i.e. **Friday, February 5, 2021**.

The payment of consideration shall be made through NECS (subject to availability of all information for crediting the funds), demand drafts / pay order, or similar instruments payable at par at all the centers where the Company is accepting applications. The Buyback Offer is pursuant to Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 for the time being in force including any statutory modifications and amendments from time to time as well as in accordance with provisions of sections 68, 69 and 70 and all other applicable provisions of the Companies Act, 2013, as amended (the “Act”) and in accordance with the provisions contained in the Article **9A** of the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, from time to time from statutory authorities including but not limited to Securities and Exchange Board of India, Stock Exchange, Reserve Bank of India, etc.

A copy of the Public Announcement dated Friday, January 22, 2021 published on Saturday, January 23, 2021 is available at the SEBI’s website (www.sebi.gov.in), website of Manager to the Buyback at www.saffronadvisor.com and website of the Company at www.neelamalaiagro.com. Further, the Letter of Offer will also be available at the SEBI website, website of Manager to the Buyback and website of the Company. Equity Shareholders are advised to refer to Clause 18 of this Draft Letter of Offer on Details of the Statutory Approvals and Clause 22 of this Draft Letter of Offer on Note on Taxation before tendering their Shares in the Buyback.

MANAGER TO THE BUYBACK

SAFFRON

energising ideas

Saffron Capital Advisors Private Limited

605, Sixth Floor, Centre Point, Andheri-Kurla Road,
J. B. Nagar, Andheri (East), Mumbai - 400 059

Tel No.: +91 22 4082 0914/915;

Fax No.: +91 22 4082 0999;

E-mail: buybacks@saffronadvisor.com;

Website: www.saffronadvisor.com;

Investor grievance Id:

investorgrievance@saffronadvisor.com;

SEBI Registration Number: INM000011211;

Contact Person: Mr. Amit Wagle / Mr. Gaurav
Khandelwal

REGISTRAR TO THE BUYBACK



Cameo Corporate Services Limited

“Subramanian Building”, No.1,

Club House Road,

Chennai – 600 002,

Tamilnadu, India

Tel: +91 44 4002 0700;

Fax: +91 44 2846 0129

Email: investor@cameoindia.com

Website: www.cameoindia.com

SEBI Registration: INR000003753

Contact Person: Ms. Sreepriya. K

BUYBACK OPENS ON: [●]. [●]. BUYBACK CLOSES ON: [●].[●].

TABLE OF CONTENTS		
SR. NO.	PARTICULARS	PAGE NO.
1.	SCHEDULE OF ACTIVITIES	3
2.	DEFINITION OF KEY TERMS	3
3.	DISCLAIMER CLAUSE	6
4.	TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING	7
5.	DETAILS OF THE PUBLIC ANNOUNCEMENT	11
6.	DETAILS OF THE BUYBACK	11
7.	AUTHORITY FOR THE BUYBACK	14
8.	NECESSITY OF THE BUYBACK	14
9.	MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF BUYBACK ON THE COMPANY	14
10.	BASIS OF CALCULATING THE BUYBACK PRICE	15
11.	SOURCES OF FUNDS FOR THE BUYBACK	16
12.	DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN	16
13.	CAPITAL STRUCTURE AND SHAREHOLDING PATTERN	17
14.	BRIEF INFORMATION OF THE COMPANY	18
15.	FINANCIAL INFORMATION ABOUT THE COMPANY	21
16.	STOCK MARKET DATA	24
17.	DETAILS OF THE STATUTORY APPROVALS	24
18.	DETAILS OF THE REGISTRAR TO THE BUYBACK AND COLLECTION CENTRES	25
19.	ENTITLEMENT RATIO AND BASIS OF ACCEPTANCE OF SHARES	26
20.	PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUY-BACK	29
21.	NOTE ON TAXATION	35
22.	DECLARATION BY THE BOARD OF DIRECTORS	37
23.	AUDITOR'S CERTIFICATE	37
24.	DOCUMENTS FOR INSPECTION	40
25.	DETAILS OF THE COMPLIANCE OFFICER	41
26.	DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS / BENEFICIAL OWNERS	41
27.	DETAILS OF INVESTOR SERVICE CENTRE	41
28.	DETAILS OF THE MANAGER TO THE BUYBACK	42
29.	DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE OFFER DOCUMENT	42
	FORM	-

1. SCHEDULE OF ACTIVITIES

Activity	Day	Date
Date of Board Meeting approving the Buyback	Thursday	January 21, 2021
Date of Public Announcement for Buyback	Friday	January 22, 2021
Date of publication of Public Announcement	Saturday	January 23, 2021
Record Date for determining the Entitlement and the names of Eligible Shareholders	Friday,	February 5, 2021
Date of Opening of Buyback	[•]	[•]
Date of Closing of Buyback	[•]	[•]
Last date of verification of Tender Forms by the Registrar	[•]	[•]
Last date of intimation regarding acceptance / non- acceptance of tendered Shares	[•]	[•]
Last date of settlement of bids on the Stock Exchanges	[•]	[•]
Last date of dispatch of consideration / share certificate(s) / demat instruction(s)	[•]	[•]
Last date of Extinguishment of Shares	[•]	[•]

Note: In case the last date is mentioned for certain activities, such activities may be completed on or before such last date.

2. DEFINITION OF KEY TERMS

Acceptance	Acceptance of Equity Shares, tendered by Eligible Persons in the Buyback process
Act	The Companies Act, 2013, as amended including rules therein
Articles	Articles of Association of the Company
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by BSE in the form of a separate window in accordance with the SEBI Circulars.
Additional Shares / Additional Equity Shares	Additional eligible Equity Shares tendered by an Eligible Person over and above the Buyback Entitlement of such Shareholder. Eligible Equity Shares means the minimum of: - Total number of Shares tendered by an Eligible Person or - Total number of Shares held by such Shareholder as on the Record Date
Authorized/Buyback Committee	Buyback Committee comprising of Mr. Ajit Thomas, Chairman, Mr. F S Mohan Eddy, Independent Director, and Mr. S Ganesan, Non Executive Non Independent Director constituted on January 21, 2021 by a resolution of the Board of Directors, and duly authorized for the purpose of this Buyback
Board	Board of Directors of the Company, or the Authorized Committee for the purpose of the Buyback
BSE	BSE Limited
Buyback Entitlement	The number of Equity Shares that a Shareholder is entitled to tender in the Buyback Offer, based on the number of Equity Shares held by that Shareholder, on the Record date and the Ratio of Buyback applicable in the category, in which such Shareholder belongs to
Buyback Offer / Buyback / Offer	Offer by Neelamalai Agro Industries Limited to buyback up to maximum of 25,350 fully paid-up Equity Shares of face value ₹ 10 each at a price of ₹ 1,600/- per Equity Share for cash aggregating upto ₹ 4,05,60,000 (Rupees Four Crores Five Lacs Sixty Thousand only) from the Equity Shareholders of the Company through Tender Offer process, on a proportionate basis
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
Clearing Corporation / "ICCL"	Indian Clearing Corporation Limited
Company / the Company	Neelamalai Agro Industries Limited

Company`s Broker	Choice Equity Broking Private Limited
DP	Depository Participant
Depositories	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited.
Designated Stock Exchange	The designated stock exchange for the Buyback, being, BSE Limited
DIN	Director Identification Number
Draft Letter of Offer	This Draft letter of offer dated January 28 2021 filed with SEBI through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III of the Buyback Regulations
Eligible Person (s)	Person(s) eligible to participate in the Buyback Offer and would mean all Equity Shareholders / Beneficial Owner(s) of Equity Shares of the Company as on Record Date i.e <u>Friday, February 5, 2021.</u>
Equity Shares / Shares	Fully paid up Equity Shares of face value ₹ 10 each of the Company
Equity Shareholder(s)/ Shareholder(s)	Holder(s) of the Equity Shares and includes beneficial owners thereof
Escrow Bank/Escrow Agent	[●]
Escrow Account	The Escrow Account opened with [●]
Escrow Agreement	The escrow agreement dated [●] to be entered into between the Company, the Manager and the Escrow Agent.
Form / Tender Form	Form of Acceptance–cum–Acknowledgement
Letter of Offer / LOF / Offer Document	Letter of offer dated [●] to be filed with SEBI, through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III of the Buyback Regulations, incorporating comments that were received from SEBI on the Draft Letter of Offer
Non-Resident Shareholders	Includes Non-Resident Indians (NRI), Foreign Institutional Investors (FII) and erstwhile Overseas Corporate Bodies (OCB)
NECS	National Electronic Clearing Services
NSDL	National Securities Depository Limited
Offer Period	Ten working days from the date of opening of the Buyback
Offer Price / Buyback Price	Price at which Equity Shares will be bought back from the Shareholders i.e ₹ 1,600/- per fully paid up Equity Share, payable in cash
Offer Size / Buyback Size	Number of Equity Shares proposed to be bought back (i.e. 25,350 Equity Shares of face value ₹ 10 each) multiplied by the Offer Price (i.e. ₹ 1,600/- per Equity Share) aggregating to Rs 4,05,60,000 (Rupees Four Crores Five Lacs Sixty Thousand only)
PA / Public Announcement	Public Announcement regarding the Buyback dated January 22, 2021 issued in Business Standard (English newspaper), Business Standard (Hindi newspaper) and Makkal Kural (Tamil newspaper) published on January 23, 2021.
PAN	Permanent Account Number
Persons in Control	Promoters, Promoter Group and Persons Acting in concert, including such persons as have been disclosed under the filings made by the Company from time to time under the extant Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, (“ SEBI Takeover Regulations ”) and filings with the stock exchange under Regulation 31 of the Listing Obligations and Disclosure Requirements Regulations 2015
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the entitlement and the names of the Shareholders, to whom the Letter of Offer and Tender Offer Form will be sent and who are eligible to participate in the proposed Buyback Offer in accordance with Buyback Regulations. This date shall be <u>Friday, February 5, 2021.</u>

Registrar to the Offer / Registrar to the Buyback	Cameo Corporate Services Limited
Regulations / SEBI Regulations / SEBI Buyback Regulations / Buyback Regulations	The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time
Saffron / Manager to the Buyback	Saffron Capital Advisors Private Limited
SEBI	The Securities and Exchange Board of India
Small Shareholder	A Shareholder of a listed company, who holds shares or other specified securities whose market value, on the basis of closing price of Shares or other specified securities, on the recognized stock exchange in which highest trading volume in respect of such security, as on record date, i.e. <u>Friday, February 5, 2021</u> is not more than Rs. Two Lacs.
Stock Exchange	BSE
Tender Offer	Method of Buyback as defined in Regulation 2(1)(q) of the Buyback Regulations
Tender Form	Form of Acceptance-cum-Acknowledgement
TRS	Transaction Registration Slip

3. DISCLAIMER CLAUSE

As required, a copy of this Draft Letter of Offer has been submitted to the SEBI.

It is to be distinctly understood that submission of the Draft Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the buyback commitments or for the correctness of the statements made or opinions expressed in the Offer Document. The Manager to the Buyback, Saffron Capital Advisors Private Limited, has certified that the disclosures made in the Offer Document are generally adequate and are in conformity with the provisions of Companies Act, 2013 and SEBI Regulations. This requirement is to facilitate investors to take an informed decision for tendering their Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the Offer Document, Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, Saffron Capital Advisors Private Limited has furnished to SEBI a Due Diligence Certificate dated January 28, 2021 in accordance with SEBI Regulations which reads as follows:

“We have examined various documents and materials contained in the annexure to this letter, as part of the due-diligence carried out by us in connection with the finalisation of the Public Announcement and the Draft Letter of Offer. On the basis of such examination and the discussions with the Company, we hereby state that:

- *The Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback Offer;*
- *All the legal requirements connected with the said offer including SEBI Regulations have been duly complied with;*
- *The disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well informed decision in respect of the captioned Buyback Offer.*
- *Funds used for buyback shall be as per the provisions of the Companies Act, 2013”.*

The filing of Offer Document with SEBI does not, however, absolve the Company from any liabilities under the provisions of the Companies Act, 2013, as amended or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

Directors of the Company declare and confirm that no information / material likely to have a bearing on the decision of investors has been suppressed / withheld and / or incorporated in the manner that would amount to mis-statement / misrepresentation and in the event of it transpiring at any point of time that any information / material has been suppressed / withheld and / or amounts to a mis-statement/ misrepresentation, the Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act, 2013 and the SEBI Regulations as amended.

Directors also declare and confirm that funds borrowed from Banks and Financial Institutions will not be used for the Buyback.

4. TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

“RESOLVED THAT pursuant to the provisions of 9A of the Articles of Association of the Company and in accordance with the provisions of sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and subject to the provisions contained in the Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018, as amended, (the “**SEBI Buyback Regulations**”) and any statutory modification(s) or re-enactment of the Act or Rules framed there under from time to time or SEBI Buyback Regulations, for the time being in force) as also such other approvals, permissions and sanctions of Securities and Exchange Board of India (“**SEBI**”) and / or other authorities, institutions or bodies (the “**appropriate authorities**”), as may be necessary and conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which expression shall be deemed to include the “**Buyback Committee**” which the Board has authorized to exercise its powers, including the powers conferred by this resolution), the consent be and is hereby accorded to purchase by way of buyback offer up to up to 25,350 fully paid-up Equity Shares of Rs. 10/- each of the Company constituting 4.04% of the fully paid-up Equity Share capital of the Company at a price of Rs 1,600 (Rupees One Thousand Six Hundred only) per Equity share payable in cash for an aggregate amount of upto Rs. 4,05,60,000 (Rupees Four Crores Five Lacs Sixty Thousand only) being 9.99% and 2.45% of the fully paid-up Equity Share capital and free reserves as per the latest available audited financial statements of the Company for the financial year ended March 31, 2020, on standalone and consolidated basis, respectively, through the **Tender Offer** mechanism (hereinafter referred to as the “**Buyback**”);

RESOLVED FURTHER THAT the Buyback Size does not include any expenses incurred or to be incurred for the Buyback viz. brokerage, applicable taxes such as securities transaction tax, GST, stamp duty, any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, advisors/ legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses (collectively “**Transaction Costs**”)

RESOLVED FURTHER THAT the Company may implement the Buyback of upto 10% of its paid-up Equity Capital and free reserves of the Company as per the approval granted by way of this resolution pursuant to section 68 of the Companies Act, 2013, and in accordance with the SEBI Buyback Regulations;

RESOLVED FURTHER THAT the draft of the Declaration of Solvency prepared in the prescribed form and placed before the meeting be and is hereby approved and Mr. Ajit Thomas, Chairman and Mr. F S Mohan Eddy, Independent director, be and are hereby authorized to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies and the Securities and Exchange Board of India;

RESOLVED FURTHER that as required by Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders on a proportionate basis, provided fifteen percent of the number of Shares which the Company proposes to buyback or number of Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders, as defined in the SEBI Buyback Regulations;

RESOLVED FURTHER THAT the proposed Buyback be implemented from the existing shareholders **excluding** Promoters, Promoters Group and Persons Acting in concert (such shareholders herein after collectively as “**Persons in Control**”) and that persons in control will be such persons as have been disclosed as such under the filings made by the Company from time to time under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 (“**SEBI Takeover Regulations**”)/ Shareholding patterns filed with the stock exchanges from time to time, as the Board may consider appropriate, from out of its free reserves and/or Share Premium Account and/or cash balances and/ or internal accruals and/or such other sources or by such mechanisms as may be permitted by Law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit;

RESOLVED FURTHER THAT Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from Banks and Financial Institutions for paying the consideration to the equity shareholders who have tendered their Equity shares in the Buyback Offer

RESOLVED FURTHER THAT Company has complied and shall continue to comply with section 70 of the Companies Act, 2013, “the Act” wherein:-

- It shall not directly or indirectly purchase its own shares:
 - (a) through any subsidiary company including its own subsidiary companies;
 - Or
 - (b) through any investment company or group of investment companies
- There are no defaults subsisting in the repayment of deposits or interest, redemption of debentures or preference shares or repayment of term loans or interest payable thereon to any financial institutions or banks.
- It has not defaulted in payment of dividend to its equity shareholders as per sections 205, 205A and 207 of the Companies Act, 1956 and corresponding sections of Companies Act, 2013.
- It has filed annual returns as envisaged in section of the Companies Act, 1956 and Companies Act, 2013
- It has complied and will continue to comply with sections 92, 123, 127 and 129 of the Companies Act, 2013

RESOLVED FURTHER THAT the Board do and hereby approve the appointment of Saffron Capital Advisors Private Limited, a SEBI registered, Category I Merchant Banker as ‘Manager’ to the Buyback, who has been appointed to act as a ‘Manager’ to the Buyback by the Company vide letter dated January 18, 2021.

RESOLVED FURTHER THAT confirmation is hereby made by the Board of Directors that:

- a) All Equity Shares of the Company are fully paid up;
- b) that the aggregate amount of the Buyback i.e. Rs. 4,05,60,000 (Rupees Four Crores Five Lacs Sixty Thousand only), does not exceed 10% of the total paid-up capital and free reserves as per the audited standalone and consolidated balance sheets as on March 31, 2020;
- c) that the number of Shares proposed to be purchased under the Buyback i.e. 25,350 Equity Shares, does not exceed 25% of the total number of Shares in the paid-up Equity Capital as per the audited balance sheet as on March 31, 2020;
- d) That there are no defaults subsisting in the repayment of Deposits, redemption of debentures or Preference Shares or repayment of term loans to any financial institutions or banks;
- e) that the debt equity ratio of the Company after the buyback will be well within the limit of 2:1 as prescribed under the Act.

RESOLVED FURTHER THAT as required by Clause (x) of Schedule I under Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that based on such full inquiry conducted into the affairs and prospects of the Company, and taking into account all the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the Act, the Board of Directors has formed an opinion that:

- a) Immediately following the date of the Board meeting held on January 21, 2021 there are no grounds on which the Company can be found unable to pay its debts;
- b) As regards the Company’s prospects for the year immediately following the date of the Board meeting held on January 21, 2021 and having regard to the Board’s intention with respect to the Management of Company’s business during that year and to the amount and character of the financial resources which will in the Board’s view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
- c) In forming an opinion as aforesaid, the Board of Directors have taken into account the liabilities, as if the Company were being wound up under the provisions of the Act (including prospective and contingent liabilities)

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and BSE notice no. 20170210-16 dated February 10, 2017 and the Company shall approach the stock exchanges, as may be required, for facilitating the same;

RESOLVED FURTHER THAT BSE Limited (BSE) shall act as the designated stock exchange for the purpose of the Buyback;

RESOLVED FURTHER THAT the buyback is being proposed in keeping with the Company's desire to enhance overall shareholders' value and the buyback would lead to reduction in total number of Equity Shares;

RESOLVED FURTHER THAT the powers of the Board in respect of buyback be and is hereby delegated to the Buyback Committee ('BBC') comprising of Mr. Ajit Thomas, Chairman, Mr. F S Mohan Eddy, Independent Director, and Mr. S Ganesan, Non Executive Non Independent Director of the Company, ("Members of the Committee"). The BBC be and hereby authorized to take all necessary actions for executing the actions relating to the Buyback as above;

RESOLVED FURTHER THAT the BBC be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper, **including but not limited** to finalizing the terms of buyback like the aggregate amount to be utilized for the buyback including the price and the number of Shares to be bought back within the statutory limits, the mechanism for the buyback, the timeframe for completion of the buyback, escrow arrangements, opening bank accounts for this purpose and authorizing persons to operate the said account, appointment of , brokers, escrow agents, printers, registrars, solicitors, depository participants and such other intermediaries/agencies for the implementation of the Buyback and carry out incidental documentation and to prepare applications and submit to the Appropriate Authorities for their requisite approvals as also to initiate all necessary actions for the preparation and issue of various documents including public announcement, draft and final letter of offer, declaration of solvency, extinguishment of Shares and certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Board;

RESOLVED FURTHER THAT the BBC be and is hereby authorized to delegate all or any of the authorities conferred on it to any Officer(s) / Authorized Signatory(ies) of the Company;

RESOLVED FURTHER THAT Mr. S. Lakshmi Narasimhan, Company Secretary be of the Company be and is hereby appointed as the Compliance Officer for the purpose of Buyback;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the BBC is hereby authorized to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback;

RESOLVED FURTHER THAT the buyback is subject to:

- a) the buyback not causing the Company to be in violation of the conditions for continuous listing prescribed in terms of Regulations 38 of the LODR Regulations read with Rule 19 (2) and Rule 19A of the Securities Contract (Regulation) Rules , 1957, i.e maintaining the minimum public shareholding at 25%;
- b) the Equity Shares that may be bought back do not exceed the maximum number of Shares permissible;
- c) the aggregate consideration payable pursuant to the buyback not exceeding the offer size ; and
- d) complying with the statutory and regulatory timelines in respect of the buyback, on the terms and conditions as may be decided by the Board and in such manner as prescribed under the Act and / or the Regulations and any other applicable Laws.

"RESOLVED FURTHER THAT confirmation is hereby made by the Board of Directors that:

- a) that the Company shall not issue and allot any equity shares including by way of bonus or convert any outstanding ESOPs/ outstanding instruments into equity shares, till the date of closure of this Buyback; and
- b) the Company shall not buy back its shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback

RESOLVED FURTHER THAT as per the provisions of regulation 24(i)(b) of SEBI Buyback Regulations, the Company shall not issue any Equity Shares or other specified securities including by way of bonus till the date of expiry of buyback period for the Buyback Offer;

RESOLVED FURTHER THAT as per the provisions of regulation 24(i)(d) of SEBI Buyback Regulations, the Company shall not withdraw the Buyback Offer after the draft letter of offer is filed with SEBI;

RESOLVED FURTHER THAT the Company shall not Buyback the locked-in Equity Shares, if any and non-transferable Equity Shares, if any till the pendency of the lock-in or till the Equity Shares become transferable;

“RESOLVED FURTHER THAT as per the provisions of regulation 24(i)(f) of SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of its subsisting obligations;

RESOLVED FURTHER THAT the Buyback from the shareholders who are residents outside India including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), Foreign Institutional Investors/Foreign Portfolio Investors, Non-Resident Indians, shareholders of foreign nationality, shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders;

RESOLVED FURTHER THAT as per the provisions of section 68(8) of the Act, the Company will not issue fresh Equity Shares within a period of six months after the completion of the buyback except by way of bonus Shares or Shares issued in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of Preference Shares or debentures into Equity Shares;

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer and / or any obligation on the Company or the Board or the BBC to buyback any Shares and / or impair any power of the Company or the Board or the BBC to terminate any process in relation to such buyback, if so permissible by Law;

RESOLVED FURTHER THAT the Company does maintain a register of securities bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishment of Equity Shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register;

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary be and are hereby severally authorized to send the necessary intimations to the Stock Exchanges in regard to this resolution, as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

RESOLVED FURTHER THAT any of the Directors of the Company &/or the Company Secretary be and are hereby severally authorized to furnish a copy of this resolution certified as true to the relevant Authority(ies).”

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with the provisions of Regulation 7(i) of the Buyback Regulations, the Company has made the Public Announcement dated January 22, 2021 for the Buyback of Equity Shares which was published within two Working Days i.e. on January 23, 2021 from the date of board meeting i.e. January 21, 2021 in the following newspapers:

Name of the Newspaper	Language	Editions
Business Standard (English daily newspaper)	English	All Editions
Business Standard (Hindi daily newspaper)	Hindi	All Editions
Makkal Kural (Tamil daily newspaper)	Tamil	Regional Edition

6. DETAILS OF THE BUYBACK

- 6.1 The Board of Directors of Neelamalai Agro Industries Limited (“the **Company**”) at its meeting held on **January 21, 2021**, had approved the proposal for buyback of up to **25,350** (Twenty Five Thousand Three Hundred Fifty) fully paid-up equity shares of face value of Rs. 10 each (“**Shares**” or “**Equity Shares**”) of the Company from the existing shareholders / beneficial owners of Equity Shares of the Company, as on the Record Date (*hereinafter defined*), on a proportionate basis, through the tender offer process, in accordance with the provisions of **Article 9A** of the Articles of Association of the Company and in accordance with the provisions of sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and subject to the provisions contained in the Securities and Exchange Board of India (“**Buyback of Securities**”) Regulations 2018, as amended, (the “**SEBI Buyback Regulations**”) and any statutory modification(s) or re-enactment of the Act or Rules framed there under from time to time or SEBI Buyback Regulations, for the time being in force) as also such other approvals, permissions and sanctions of Securities and Exchange Board of India (“**SEBI**”) and / or other authorities, institutions or bodies (the “**appropriate authorities**”), at a price of Rs. **1,600** (Rupees One Thousand Six Hundred only) per Equity Share (“**Buyback Price**”) payable in cash for an aggregate amount of up to Rs. **4,05,60,000** (Rupees Four Crores Five Lacs Sixty Thousand only) (“**Buyback Size**”/“**Buyback**”). The Buyback Size represents **9.99%** and **2.45%** of the fully paid-up Equity Share capital and free reserves as per the latest available audited financial statements of the Company for the financial year ended March 31, 2020, on standalone and consolidated basis, respectively.
- 6.2 The maximum amount required by the Company for the said Buyback aggregating to Rs. **4,05,60,000** (Rupees Four Crores Five Lacs Sixty Thousand only) will be met out of the free reserves and / or cash balances and / or internal accruals of the Company. The maximum amount proposed to be utilized for the Buyback will not exceed 10% of the paid up Equity Share capital and Free Reserves of the Company as per the audited standalone and consolidated balance sheets as on March 31, 2020. The Company proposes to buyback a maximum of **25,350** (Twenty Five Thousand Three Hundred Fifty) fully paid-up Equity Shares (“**Maximum Shares**”) of face value Rs. 10 each, in the proposed buyback through tender offer. Further, under the Act, the number of equity shares that can be bought back cannot exceed 25% of the total paid-up equity share capital of the company in that financial year. The Company proposes to buyback up to **25,350** (Twenty Five Thousand Three Hundred Fifty) Equity Shares representing **4.04%** of the total paid up equity share capital of the Company as per the latest available standalone audited financial statements of the Company for the financial year ended March 31, 2020 and the same does not exceed the 25% limit.
- 6.3 The Equity Shares of the Company are listed only on the BSE Limited (“**BSE**”). The Buyback shall be undertaken on a proportionate basis from the equity shareholders of the Company as on **Friday, February 5, 2021** (the “**Record Date**”) (“**Eligible Shareholders**”) through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and

settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and BSE notice no. 20170210-16 dated February 10, 2017, BSE notice no. 20190424-35 dated April 24, 2019 and BSE notice no 20200528-32 dated May 28, 2020 as amended from time to time (“**SEBI Circulars**”). In this regard, the Company will request BSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE will be the designated stock exchange.

6.4 The Buyback is proposed to be implemented by the Company through Tender Offer Method from the Equity Shareholders on a proportionate basis; provided, however, 15% of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per their shareholding, whichever is higher, shall be reserved for Small Shareholders. As per Buyback Regulations, small shareholder means a shareholder who holds Equity Shares having market value, on the basis of closing price on BSE as on Record Date, of not more than Two Lakhs Rupees.

6.5 The Buyback Size does not include any other expenses incurred or to be incurred for the Buyback like taxes, filing fees payable to SEBI, Stock Exchange fees, advisors fees, public announcement publication expenses, printing and dispatch expenses, and other incidental and related expenses.

6.6 Letter of offer and the Tender Form will be made available on the website of the Company at www.neelamalaiagro.com, the BSE at www.bseindia.com, Registrar to the Buy-back at www.cameoindia.com and the Manager to the Buy back at www.saffronadvisor.com.

6.7 **The particulars of the Equity Shares of the Company held by the Persons in Control of the Company, as on the date of the board meeting approving the Buyback, i.e January 21, 2021 (“Date of Buyback”) is given below:-**

i. Shareholding of the Promoter and Promoter Group:

Sr. No.	Name of the Promoter and Promoter Group	Equity Shares held	% to the total paid up equity capital
1.	Ajit Thomas	4,14,618	66.09
2.	The Midland Rubber And Produce Company Limited	8,526	1.36
	Total	4,23,144	67.45

ii. Shareholding of the directors of the Promoter and Promoter Group Companies:

Sr. No.	Name of the Promoter and Promoter Group	Equity Shares held	% to the total paid up equity capital
1.	Ajit Thomas	4,14,618	66.09
	Total	4,14,618	66.09

iii. Shareholding of the directors of the Company:

Sr. No.	Name of the Promoter and Promoter Group	Equity Shares held	% to the total paid up equity capital
1.	Ajit Thomas	4,14,618	66.09
	Total	4,14,618	66.09

6.8 Members of the Promoter Group of the Company vide their letters dated January 21, 2021 have confirmed that they shall **not be** participating in the Buyback. The proposed buyback will be made to the existing shareholders, **excluding** Promoters, Promoter Group and Persons Acting in concert (such shareholders herein after collectively referred to as “**Persons in Control**”) as on the Record Date. Persons in Control and will include such persons as have been disclosed under the filings made by the

Company from time to time under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, (“**SEBI Takeover Regulations**”).

- 6.9 Details of Transactions – Purchase / Sale / Transfer undertaken by persons referred to in (6.7) above during the period of last six months preceding the Date of Buyback- **NIL**
- 6.10 Further, the Promoter and Promoter Group members of the Company confirm that they have not purchased any Equity Shares of the Company from the Date of Buyback till the date of this Draft Letter of Offer.
- 6.11 Pursuant to the proposed Buyback and depending on the response to the Buyback, the Voting Rights of the Promoter and Promoter Group in the Company may change from their existing shareholding and Voting Rights in the Company. The Promoter and Promoter Group of the Company are already in control over the Company and therefore such further increase or decrease in Voting Rights of the Promoter and Promoter Group will not result in any change in control over the Company.
- 6.12 The Promoter and Promoter Group of the Company has undertaken that in case there is an increase in their voting rights beyond 75% of the paid up capital of the Company post Buyback, necessary steps will be taken to reduce their shareholding in accordance with the provisions contained under Rule 19A of the Securities Contract (Regulation) Rules, 1957, so that the Company is in due compliance of the Minimum Public Shareholding (“**MPS**”) requirement. The Company and the Promoter and Promoter Group of the Company have undertaken to comply with the MPS requirements even after the Buyback.
- 6.13 The Board of Directors of the Company have confirmed that there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks.
- 6.14 All the Equity Shares which the Company proposes to Buyback are fully paid up.
- 6.15 The Company as per provisions of Section 68(8) of the Act, shall not make further issue of the same kind of equity shares or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or equity shares issued to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion preference shares or debentures into equity shares.
- 6.16 The Company shall not raise further capital for a period of one year from the expiry of the Buyback Period except in discharge of its subsisting obligations. *For the purposes of the present Buyback, the expression “Buyback Period” means the period between the Date of Buyback and the date on which the payment of consideration to shareholders who have accepted the Buyback Offer is made.*
- 6.17 The Equity Shares bought back by the Company will be compulsorily cancelled and will not be held for reissuance.
- 6.18 The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer to Buyback is made.
- 6.19 The Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.
- 6.20 Further, the Company will not accept shares tendered for Buyback which under restraint order of the court for transfer /sale and/or the title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process as per the provisions of law or otherwise.

- 6.21 The Company shall not Buyback its Equity Shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement.
- 6.22 The Company shall not directly or indirectly purchase its own equity shares through (i) any subsidiary company including its own subsidiary companies or; (ii) through any investment company or group of investment companies.
- 6.23 The funds borrowed from banks and financial institutions will not be used for the Buyback Offer.
- 6.24 The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up equity share capital and free reserves after the Buyback Offer.
- 6.25 The Company shall not make any offer of buyback within a period of 1 (one) year reckoned from the date of expiry of the Buyback Period of the current Buyback Offer.
- 6.26 The Company confirms it is in compliance with Sections 92, 123, 127 and 129 of the Act.

7. AUTHORITY FOR THE BUYBACK

Pursuant to Sections 68, 69 and 70 and other applicable provisions of the Act, the SEBI Buyback Regulations and in terms of Article 9A of the Articles of Association of the Company, the Buyback through a tender offer route has been duly authorized by the resolution passed by the Board of Directors of the Company at their meeting held on January 21, 2021.

8. NECESSITY OF THE BUYBACK

The Board of Directors of the Company is of the view that the proposed Buyback will help the Company to achieve the following objectives:

(a) The Buyback gives an option to the equity shareholders, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate thereby and enjoy a resultant increase in their percentage shareholding, post the Buyback, without additional investment; and

(b) The Buyback would help in improving certain key financial ratios of the Company. Accordingly, the proposed objectives will be achieved by returning part of surplus cash back to Shareholders through the Buyback process. This may lead to reduction in outstanding Shares, improvement in Earnings per Share and enhanced return on invested capital. Further, the Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

9. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

- 9.1 The Buyback is not likely to cause any material impact on the profitability / earnings of the Company. Assuming there is full response to the Buyback, the funds deployed by the Company towards the Buyback would be Rs. 4,05,60,000 (Rupees Four Crores Five Lacs Sixty Thousand only).
- 9.2 The Buyback is expected to result in overall enhancement of the shareholders' value and will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.
- 9.3 The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.

- 9.4 Consequent to the Buyback and based on the number of Shares bought back from the non-resident shareholders, foreign institutional investors, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding pattern of the Company would undergo a change.
- 9.5 The Company confirms that the debt-equity ratio post Buyback will be compliant with the permissible limit of 2:1 prescribed by the Act, even if the response to the Buyback is to the extent of 100% (*assuming full acceptance in the Buyback Offer*).
- 9.6 The Persons in Control of the Company have confirmed that they will not deal in the Equity Shares of the Company during the Buyback Period.
- 9.7 **Salient financial parameters consequent to the Buyback based on the latest audited results as on March 31, 2020 are as under:**

Parameters	March 31, 2020			
	Pre-Buyback		*Post-Buyback	
	Standalone	Consolidated	Standalone	Consolidated
Networth (₹ in Lacs)	4,478.15	16,774.10	4,072.55	16,368.50
Return on Networth (%)	4.80	10.22	5.27	10.47
Earnings per Share (₹)	34.24	273.22	35.68	284.72
Book Value per Share (₹)	713.82	2673.80	676.50	2,719.02
P / E as per the latest audited financial results ^{\$}	25.06	3.14	24.05	3.01
Total Debt / Equity Ratio	NA		NA	

* Pre and Post Buyback Calculations are based on financial numbers as on March 31, 2020. The post Buyback numbers are calculated by reducing the net worth by the proposed buyback amount (assuming full acceptance) without factoring in any impact on the profit & loss account.

1) Net Worth = Equity share capital + other equity

2) Return on Net Worth = Net profit for the period / Net Worth

3) Total Debt = Total Borrowings (excluding working capital loans) + Current Maturities of long term debt + unsecured loans from directors

4) Basic EPS = PAT / Number of equity shares outstanding

5) Book Value per Share = (Equity Share Capital + Reserves & Surplus) / Total Outstanding Shares

6) Debt Equity Ratio = Total Debt as defined above / Total Net Worth

\$ P/E Ratio based on the closing market price as on March 30, 2020 i.e. ₹ 858.00. (BSE).

- 9.8 Company shall transfer a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.

10. BASIS OF CALCULATING THE BUYBACK PRICE

- 10.1 The Buyback Price has been arrived at after considering various factors, such as closing market price of the equity shares of the Company on BSE for a period of three months preceding January 18, 2021, being the date on which notice for considering board of directors meeting for Buyback was issued ("**Date of Notice of Buyback**"), closing price of the last trading day preceding the Date of Notice of Buyback and the possible impact of the Buyback on the Earnings Per Share ("**EPS**") and financial ratios of the Company and other relevant considerations.
- 10.2 The Buyback Price per Equity Share represents a premium of **24.36%** over the average closing price of the Company's Equity Shares on BSE for the three months preceding the Date of Notice of Buyback. The closing price of the Equity Shares on the Date of Notice of Buyback was Rs. 1417.50 on BSE. The Buyback Price per Equity Share represents a premium of **12.87%** over the closing price of the Company's Equity Shares on the Date of Notice of Buyback. The closing price of the Equity Shares a trading day before the Date of Notice of Buyback, i.e. January 15, 2021 was Rs. 1,350 on BSE. The

closing price of the Equity Shares on January 21, 2021, being the date of meeting of the Board of Directors approving the Buyback (“**Date of Board Meeting**”), was Rs. 1417.50 on BSE. (Source: www.bseindia.com).

11. SOURCES OF FUNDS FOR THE BUYBACK

- 11.1 The Equity Shares shall be bought back at a price of Rs. 1,600/- per Equity Share.
- 11.2 Assuming full acceptance, the funds that would be employed by the Company for the purpose of the Buyback would be upto Rs 4,05,60,000 (Rupees Four Crores Five Lacs Sixty Thousand only) representing 9.99% and 2.45% of the fully paid-up Equity Share capital and free reserves as per the latest available audited financial statements of the Company for the financial year ended March 31, 2020, on standalone and consolidated basis, respectively.
- 11.3 The maximum number of Shares to be bought back in the Buyback is 25350 Equity Shares. The number of Shares to be bought back would constitute 4.04% of the total paid up equity share capital of the Company as per the latest available standalone audited financial statements of the Company for the financial year ended March 31, 2020.
- 11.4 The Company has confirmed that the funds for the Buyback will be made available from the current surplus and / or cash balances and / or internal accruals of the Company.
- 11.5 The Company does not propose raising debt for the explicit purpose of the Buyback. However, the Company may continue to borrow funds in the ordinary course of its business.
- 11.6 The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares bought back to the capital redemption reserve account, and details of such transfer shall be disclosed in its subsequent audited financial statements.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

- 12.1 In accordance with Regulation 9 (xi) of the Buyback Regulations, the Company proposes to open an Escrow Account in the name and style “[●]” bearing account number [●] with the Escrow Agent, namely, [●] having its registered office situated at [●]. The Company, the Manager to the Buyback and the Escrow Agent have entered into an Escrow Agreement dated [●], pursuant to which the Escrow Account in the name and style “[●]” bearing account number [●] has been opened with the Escrow Agent. The Company shall deposit requisite amount in the form of cash deposit and Saffron Capital Advisors Private Limited (“Manager to the Buyback”) shall be empowered to operate the Escrow Account in accordance with the Regulations.
- 12.2 T. V. Balasubramanian Partner at M/s PKF Sridhar & Santhanam LLP Chartered Accountants (FRN: 003990S/S200018), located at KRD Gee Gee Crystal, 7th Floor 91-92, Dr. Radhakrishnan Salai Mylapore, Chennai - 600004, Email: tvbalu@pkfindia.in; having Membership Number: 027251, has certified, vide letter dated January 21, 2021 that the Company has made firm financing arrangements for fulfilling the obligations under the Buyback.
- 12.3 Based on the aforementioned certificate, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

13.1 The present capital structure is as follows:

(Rs. In Lacs)	
Particulars	Pre-Buyback
Authorised Share Capital	
- 9,00,000 Equity Shares of ₹ 10 each	90.00
- 3,50,000 5% Preference Shares of ₹ 10 each	35.00
- Total	125.00
Issued, Subscribed and Paid-up Share Capital	
- 6,27,350 Equity Shares of ₹ 10 each	62.74

13.2 Assuming response to the Buyback is to the extent of 100% (Full Acceptance), the paid-up Equity Share Capital of the Company pre-Buyback and post-Buyback would be as follows:

(Rs. In Lacs)		
Particulars	Pre-Buyback	Post-Buyback
Issued, Subscribed and Paid-up Equity Share Capital	62.74 (comprising of 6,27,350 fully paid-up Equity Shares of face value Rs. 10 each)	60.20 (comprising of 6,02,000 fully paid-up Equity Shares of face value Rs. 10 each)

13.3 The Company confirms that there are no partly paid up Shares or outstanding instruments convertible into equity shares or preference shares as on the date of this Draft Letter of Offer.

13.4 The Company confirms that there are no calls in arrears.

13.5 **The shareholding pattern of the Company pre-Buyback as well as the post Buyback (assuming full acceptances) shareholding is as follows:**

Category of Shareholder	No. of Shares Pre – Buyback	% to the existing Equity Share capital	No. of Shares - Post Buyback	% to the existing Equity Share capital
Shareholding of Promoter / Promoter Group (“Persons in Control of the Company”)	4,23,144	67.45	4,23,144	70.29
Foreign Investors (including Non-Resident Indians / FIIs/ Foreign Nationals/ Foreign Corporate Bodies)	250	0.04	1,78,856	29.71
Financial Institutions /Banks & Mutual Funds/ Insurance Co.	4250	0.68		
Others (Individuals, Bodies Corporate, Employees, etc.)	199706	31.83		
Total	6,27,350	100	6,02,000	100.00

13.6 The Buyback will be implemented from the existing shareholders, **excluding** Promoter Group of the Company. None of the Persons in Control of the Company will transact in the Shares of the Company during the period of the Buyback.

13.7 Company confirms that there is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Act.

14. BRIEF INFORMATION OF THE COMPANY

14.1 History of the Company

- 14.1.1 The Company was incorporated on April 21, 1943 as “ The Neelamalai Tea & Coffee Estates and Industries Limited” under the Companies Act, 1913 and received the certificate of commencement of business dated April 21, 1943 by the Registrar of Joint Stock Companies, Tamilnadu. Subsequently the name of the Company was changed from “ The Neelamalai Tea & Coffee Estates and Industries Limited” to Neelamalai Agro Industries Limited” on November 17, 1986 under Indian Companies Act, 1956. The Corporate Identification Number of the Company is L01117TZ1943PLC000117.
- 14.1.2 The Registered Office of the Company is located at Katary Estate, Katary P.O., Coonoor, The Nilgiris, Nilgiri, Tamil Nadu - 643213, India.
- 14.1.3 The Equity Shares of the Company are currently listed only on BSE (Code: 508670). The ISIN of the Equity Shares is INE605D01012.
- 14.1.4 The Company has not made any buyback of its Equity Shares in last three years.
- 14.1.5 In the year 1943, Company made its maiden public issue of 707198 Equity Shares having face value of Rs. 5 each, issued at par for cash aggregating to Rs. 3535990. Equity Shares of the Company are listed on BSE since June 22, 1987.
- 14.1.6 The Company does not have any subsidiary company(ies). However, since it has Associates/Joint Ventures, financials are consolidated as required under Section 129(3) of the Companies Act, 2013.

14.2 Business Overview

- 14.2.1 The Company is engaged in Plantation activity and the crop dealt with by the Company is Tea and the main business being Tea cultivation, Tea manufacturing, sales and exports of Tea. The Company has two estates i.e. Katary & Sutton Estates, located in the Nilgiris District in Tamil Nadu, spanning an area of 635.56 Hectares. The factory has facilities to produce Orthodox and CTC teas. Good manufacturing practices and HACCP systems are followed in the Tea factory. Currently the company produces 100% Orthodox Tea. For further details about the business activities of the Company kindly refer to its website www.neelamalaiagro.com.

14.2.2 Financial Performance / growth over last 3years.

- a) As per the unaudited standalone results as on September 2020, the Total Income is ₹ 1274.83 lakhs and profit after tax of ₹ 458.82 lakhs. As per the latest Standalone Audited Financial Statements as at financial years ended March 31, 2020, 2019 and 2018, the Company recorded total revenue from operations of ₹ 3021.67 lakhs, ₹ 4114.17 lakhs, ₹ 3393.12 lakhs respectively and profit after tax of ₹ 214.80 lakhs, ₹ 543.21 lakhs, ₹ 279.69 lakhs respectively. For more information, please refer to paragraph 15 of this Draft Letter of Offer. *(Source: Annual reports of the Company for the financial years 2018-20 available on www.bseindia.com and limited review report for the period ended September 30, 2020)*
- b) As per the unaudited consolidated results as on September 2020, the Total Income from operations is ₹ 904.13 lakhs and profit after tax of ₹ 613.54 lakhs. As per the latest Audited Consolidated Financial Statements as at financial years ended March 31, 2020, 2019 and 2018, the Company recorded total revenue from operations of ₹ 2653.06 lakhs, ₹ 3791.76 lakhs, ₹ 3086.46 lakhs respectively and profit after tax of ₹ 1714.02 lakhs, ₹ 1389.21 lakhs, ₹ 1205.59 lakhs respectively. For more information, please refer to paragraph 15 of this Draft Letter of Offer. *(Source: Annual reports of the Company for the financial years 2018-20 available on www.bseindia.com and limited review report for the period ended September 30, 2020)*

14.3 Details of changes in Management

There has been no change in management of the Company.

14.4 Consolidation and Restructuring

There have been no instances of mergers/amalgamations or corporate restructuring in the Company.

14.5 Capital Built-up of the Equity Share Capital

Date of the allotment of Equity Shares	No. of Equity Shares	Face Value (Rs)	Issue Price (Rs.)	Nature of consideration- Cash/Other than Cash	Reasons for allotment	Cumulative no. of Equity Shares	Cumulative paid-up Equity Capital (Rs.)	Cumulative Securities Premium (Rs.)
16.04.1943	12,802	5	5	Cash	Subscriber to MOA & AOA	12802	64,010	NIL
01.09.1943	7,07,198	5	5	Cash	Public Issue	7,20,000	36,00,000	
24.09.1986	Consolidation of paid up capital of shares having face value of face value Rs. 5 each into shares of face value Rs. 10 each					3,60,000	-	
29.01.1992	3,60,000	10	-	Other than cash	Bonus Issue (1:1)	7,20,000	72,00,000	
24.06.2000	(92,650)	10	10	-	Buy -back	6,27,350	62,73,500	

Source: Letter of offer dated November 24, 2005 filed with SEBI at the time of open offer made by Mr. Ajit Thomas

14.6 The Details of the Board of Directors of the Company are as follows:

Sr. No.	Name of the Director/Age/DIN/ Address/Occupation	Tenure	Educational Details	PAN	Date of Appointment/Reappointment	\$ Other Directorships
1	Ajit Thomas Age: 66 Years DIN: 00018691 Address: No.47, Vijayaraghava Road, T.Nagar, Chennai 600 017 Occupation: Industrialist	NA	§§ B.Sc. (Statistics)	AAAPT8581H	31.1.2010	- AVT Natural Products Limited - Saksoft Limited - Grover Zampa Vineyards Limited - The Nelliampathy Tea and Produce Company Limited - AVT Gavia Foods Private Limited - A V Thomas Leather & Allied Products Private Limited - Midland Rubber and Produce Co Ltd. - Midland Latex Products Limited - A V Thomas and Co Ltd. - AVT McCormick Ingredients Private Limited

						- Aspera Logistics Private Limited - A V Thomas Investments Co Ltd - Midland Corporate Advisory Services Private Limited -AVT Holdings Private Limited
2	Shanthi Thomas Age: 66 Years DIN: 00567935 Address: No.47, Vijayaraghava Road, T.Nagar, Chennai 600 017 Occupation: Business	Reappointed as Executive Director w.e.f. February 5, 2021 till June 30, 2024	B.A. (Sociology)	AAQPS9457H	21.01.2021	- AVT Gavia Foods Private Limited - A.V. Thomas Leather & Allied Products Private Limited - AVT Holdings Pvt. Ltd. - AVT Natural Products Limited - Midland Rubber and Produce Company Limited - Midland Corporate Advisory Services Pvt. Ltd - Life Focus Knowledge Ventures Pvt. Ltd.,
3	Apparanda Devaiah Bopana Age: 79 Years DIN: 00576066 Address: Kathlekad Estate, Post Box No.94, Madikeri 571201, Karnataka Occupation: Business	Appointed as Independent Director w.e.f. April 1 2019 for a term of three years	\$\$ Sr. Cambridge	ABIPB8375N	01.04.2019	- A.V.Thomas Exports Limited - AVT Natural Products Limited - Midland Rubber and Produce Company Limited - A V Thomas and Co Ltd
4	Kavitha Vijay Age: 46 Years DIN: 01047261 Address: No.9, Sivasamy Street, Mylapore, Chennai 600 004 Occupation: Professional	Non-Executive Independent Woman Director w.e.f. 30.06.2020 to 29.06.2025, for a term of five years	Bachelor of Laws	ADHPV7988E	30/06/2020	- AVT Natural Products Ltd. - A.V. Thomas and Company Limited - MM Forgings Limited - Wolters Kluwer ELM Solutions Private Limited
5	Frank Solomon Mohan Eddy Age: 70 Years	Reappointed as Independent Director	B.E. (Mechanical)	AHFPM0341L	21.01.2021	- A.V. Thomas and Co Ltd. - Madura Micro Finance Limited

	DIN: 01633183 Address: No.10/1, Ritherdon Road, Vepery, Chennai 600 007 Occupation: Business	w.e.f. January 28, 2021 till March 31, 2024				- Scimergent Analytics and Education Private Limited Scisphere Analytics India Private Limited -Madura Micro Education Private Limited
6	Swaminathan Ganesan Age: 70 Years DIN: 08588380 Address: B-2, No.23, Ceebros Ashreya, Raman Street, T.Nagar, Chennai – 600 017 Occupation: Professional	Appointed as Non-Executive Director w.e.f. 30.06.2020.	Chartered Accountant	AACPG0286A	30/06/2020	- The Midland Rubber & Produce Company Limited - The Nelliampathy Tea & Produce Company Limited - L.J. International Limited - The Highland Produce Company Limited

^{\$} as per details available on website www.mca.gov.in

^{\$\$} based on management representation dated January 21, 2021

14.7 Details of changes in the Board of Directors during last three years

The following changes have taken place in the Board of Directors of our Company during the last three years:

Name of the Director	Appointment / Resignation	Effective Date	Remarks
Mr.A.D.Bopana	Re-appointment as Independent Director	01.04.2019	Reappointment on completion of tenure
Mrs.Kavitha Vijay	Appointment	30.06.2020	Reconstitution
Mr.S.Ganesan	Appointment	30.06.2020	Reconstitution
Mrs.Shanthi Thomas	Re-appointment as Executive Director	05-02-2021	Reappointment on completion of tenure
Mr.F.S.Mohan Eddy	Re-appointment as Independent Director	28.01.2021	Reappointment on completion of tenure

15. FINANCIAL INFORMATION ABOUT THE COMPANY

- (a) The salient features of financial information of the Company, as extracted from the standalone audited results for the last three financial years is detailed below:

(Rs. in Lacs)

Key Financials	For the financial years ended		
	March 31, 2020	March 31, 2019	March 31, 2018
Total Income	3,021.67	4,114.17	3,393.12
Total Expenses	2,717.24	3,461.27	2,922.82
Interest	1.97	3.84	3.57
Depreciation	100.09	97.60	106.65
Profit/(Loss) Before Tax before exceptional items and Tax	202.37	551.46	360.08

Exceptional Items	-		-
Profit /(Loss) Before Tax	202.37	551.46	360.08
Provision for tax (including Deferred Tax)	(12.43)	8.25	80.39
Profit /(Loss) after tax	214.80	543.21	279.69
Equity share capital	62.74	62.74	62.74
Reserves & Surplus, excluding revaluation reserves & Misc. expenditures to the extent not written off	4,415.41	4,517.14	4,130.11
Networth, excluding revaluation reserves & Misc. expenditures to the extent not written off	4,478.15	4,579.88	4,192.85
Total debt (Excluding working capital loans)	NIL	NIL	NIL
Key Ratios	For the financial years ended		
	March 31, 2020	March 31, 2019	March 31, 2018
No. of shares (as at end of the period)	627350	627350	627350
Book value (₹)	713.82	730.04	668.34
Return on Net Worth excluding revaluation reserves and capital reserves (%)	4.80	11.86	6.67
Earnings Per Share (₹)	34.24	86.59	44.58
Debt / Equity Ratio	NIL	NIL	NIL
Total Debt / Networth	NIL	NIL	NIL

*Excluding revaluation reserves and miscellaneous expenditure to the extent not written off

The key ratios have been computed as below:	
Key Ratios	Basis
Earnings per Share – Basic (₹)	Net Profit attributable to equity shareholders / Weighted average number of Shares outstanding during the year
Book value per Share (₹)	(Paid up Equity Share Capital + Free Reserves) / No of Equity Shares at the end of the year
Return on Net Worth excluding revaluation reserves (%)	Net Profit After Tax / (Paid up Equity Share Capital + Free Reserves)
Debt-Equity Ratio	Total Debt (Excluding working capital loans + current maturities + unsecured loans from directors)/ (Paid up Equity Share Capital + Free Reserves)
Total Debt/ Net Worth	Total Debt/ Net Worth (excluding revaluation reserves)

(b) The salient features of financial information of the Company, as extracted from the consolidated audited results for the last three financial years is detailed below:

(Rs. in Lacs)

Key Financials	For the financial years ended		
	March 31, 2020	March 31, 2019	March 31, 2018
Total Income	2653.06	3791.76	3086.46
Total Expenses	2717.24	3461.27	2922.82
Interest	1.97	3.84	3.57
Depreciation	100.09	97.60	106.65

Profit /(loss) before share of net profits of investments accounted for using equity method and tax	-166.24	229.05	53.42
Share of net profits of associates and joint ventures accounted for using equity method	1867.83	1168.41	1232.56
Profit/(Loss) Before Tax	1701.59	1397.46	1285.98
Provision for tax (including Deferred Tax)	-12.43	8.25	80.39
Profit /(Loss) after tax	1714.02	1389.21	1205.59
Equity share capital	62.74	62.74	62.74
Reserves & Surplus, excluding revaluation reserves & Misc. expenditures to the extent not written off	16711.36	15540.41	14286.47
Networth, excluding revaluation reserves & Misc. expenditures to the extent not written off	16774.10	15603.15	14349.21
Total debt (Excluding working capital loans)	NIL	NIL	NIL
Key Ratios	For the financial years ended		
	March 31, 2020	March 31, 2019	March 31, 2018
No. of shares (as at end of the period)	627350	627350	627350
Book value (₹)	2673.80	2487.15	2287.27
Return on Net Worth excluding revaluation reserves and capital reserves (%)	10.22	8.90	8.40
Earnings Per Share (₹)	273.22	221.44	192.17
Debt / Equity Ratio	NIL	NIL	NIL
Total Debt / Networth	NIL	NIL	NIL

*Excluding revaluation reserves and miscellaneous expenditure to the extent not written off

The key ratios have been computed as below:	
Key Ratios	Basis
Earnings per Share – Basic (₹)	Net Profit attributable to equity shareholders / Weighted average number of Shares outstanding during the year
Book value per Share (₹)	(Paid up Equity Share Capital + Free Reserves) / No of Equity Shares at the end of the year
Return on Net Worth excluding revaluation reserves (%)	Net Profit After Tax / (Paid up Equity Share Capital + Free Reserves)
Debt-Equity Ratio	Total Debt (Excluding working capital loans +current maturities +unsecured loans from directors)/ (Paid up Equity Share Capital + Free Reserves)
Total Debt/ Net Worth	Total Debt/ Net Worth (excluding revaluation reserves)

16. The Company shall comply with the SEBI Takeover Regulations wherever and if applicable. The Company hereby declares that it has complied with sections 68, 69 and 70 of the Companies Act, 2013, as amended and will comply with Regulation 23 of the SEBI Buyback Regulations, as and when applicable.

17. STOCK MARKET DATA

The Equity Shares of the Company are currently listed only on BSE. The high, low and average market prices in preceding three financial years (April to March periods) and the monthly high, low and average market prices for the six months preceding the date of Public Announcement i.e. January 22, 2021) from July 2020 to December 2020 and the corresponding volumes on BSE are as follows:

BSE

Period	High* (Rs.)	Date of High	No. of Shares traded on that date	Low* (Rs.)	Date of Low	No. of Shares traded on that date	Average Price#	Total Volume traded in the period
PRECEDING THREE FINANCIAL YEARS (F.Y.)								
FY 2019-20	1423.80	May 08, 2019	200	858.00	March 30, 2020	100	1140.90	3,000
FY 2018-19	1650.00	December 04, 2018	100	1201.00	July 23, 2018	100	1425.50	8,300
FY 2017-18	2010.65	January 12, 2018	400	1044.00	April 07, 2017	100	1527.33	11,700
PRECEDING SIX MONTHS								
December 2020	1487.25	December 21, 2020	100	1349.00	December 08, 2020	200	1418.13	1100
November 2020	1287.70	November 27, 2020	100	1009.00	November 11, 2020	800	1148.35	1800
October 2020	-	-	-	-	-	-	-	-
September 2020	993.15	September 22, 2020	100	945.90	September 15, 2020	100	969.53	200
August 2020	Did not trade							
July 2020								

(Source: www.bseindia.com)

*Based on closing price

#Arithmetic average of Closing prices of all trading days during the said period

THE CLOSING MARKET PRICE OF THE EQUITY SHARES OF THE COMPANY ON BSE:

Event	Date	Closing Price
Notice of the Board Meeting convened to consider the Buy-back	January 18, 2021	Rs. 1417.5
One Trading Day post-Notice of Board Meeting	January 19, 2021	Did not trade
One Trading Day prior to Board Meeting	January 20, 2021	
Board Meeting date	January 21, 2021	
One Trading Day Post-Board Meeting	January 22, 2021	

(Source: www.bseindia.com)

18. DETAILS OF THE STATUTORY APPROVALS

18.1 The Buyback is subject to the receipt of approval from the Reserve Bank of India (“**RBI**”), if any, for acquiring Shares validly tendered in the Buyback from Non-Resident Indians (“**NRI**”) and erstwhile Overseas Corporate Bodies (“**OCB**”). The Company, if required, will make necessary applications to RBI to obtain the requisite approvals on behalf of the shareholders in respect of whom such prior RBI approval may be required. The Company will have the right to make payment to the shareholders in respect of whom no prior RBI approval is required. It shall not accept Shares from the shareholders, in respect of whom prior RBI approval is required, in the event the aforesaid RBI approval is refused.

18.2 The Company has the option to make payment to the shareholders in respect of whom no RBI approval is required who have validly tendered their Shares in the Buyback as per the basis of acceptance (if any).

In case of delay in receipt of the RBI approval, after the receipt of RBI approval, the payment shall be made to the shareholders in respect of whom prior RBI approval is required.

- 18.3 As of date, there is no other statutory or regulatory approval required to implement the Buyback, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approvals. In the event that the receipt of the statutory / regulatory approvals are delayed, changes to the proposed timetable, if any, shall be intimated to the Stock Exchange, and hence made available for the benefit of Shareholders.

19. DETAILS OF REGISTRAR TO THE BUYBACK AND COLLECTION CENTRES

REGISTRAR TO THE BUYBACK



Cameo Corporate Services Limited

CIN: U67120TN1998PLC041613

“Subramanian Building”, No.1, Club House Road,
Chennai – 600 002, Tamilnadu, India

Tel: +91 44 4002 0700;

Fax: +91 44 2846 0129

Email: investor@cameoindia.com

Website: www.cameoindia.com

SEBI Registration: INR000003753

Contact Person: Ms. Sreepriya. K

Shareholders residing at a location where there is no collection centre, should send the Tender Form, TRS generated by the exchange bidding system and other relevant documents to the Registrar to the Buyback at its Chennai office by mode mentioned herein below.

Collection Centres

The Tender Form can be submitted on any working day during the period of the Buyback Offer i.e. [●] ([●]) to [●] ([●]), (both the days inclusive), except Saturdays, Sundays & Public Holidays, at the below mentioned address between 10 A.M. to 5 P.M.:

Cameo Corporate Services Limited

CIN: U67120TN1998PLC041613

“Subramanian Building”, No.1, Club House Road,
Chennai – 600 002, Tamilnadu, India

Tel: +91 44 4002 0700;

Fax: +91 44 2846 0129

Email: investor@cameoindia.com

Website: www.cameoindia.com

SEBI Registration: INR000003753

Contact Person: Ms. Sreepriya. K

Note: Shareholders can also send the Tender Form by courier/speed post/registered post so as to reach Registrar to Buyback, Chennai, by superscribing the envelope as Neelamalai Agro Industries Limited-*Buyback Offer*”. The Tender Form should reach Registrar to Buyback before 5 P.M. on [●] ([●]), failing which the same will be rejected.

20. ENTITLEMENT RATIO AND BASIS OF ACCEPTANCE OF SHARES

20.1.1 The Company proposes to buyback up to maximum of 25,350 fully paid up Equity Shares of face value ₹ 10/- each, from the Existing Shareholder(s)/Beneficial owner(s) of Equity Shares of the Company through the Tender Offer Route in accordance with Sections 68, 69 and 70 and other applicable provisions of the Companies Act, 2013 and the SEBI Buyback Regulations, as amended, at a price of ₹ 1,600/- per Share payable in cash for an aggregate amount of ₹ 4,05,60,000 (Rupees Four Crores Five Lacs Sixty Thousand only). The Buyback Size represents 9.99% and 2.45% of the fully paid-up Equity Share capital and free reserves as per the latest available audited financial statements of the Company for the financial year ended March 31, 2020, on standalone and consolidated basis, respectively. The maximum number of Equity Shares proposed to be bought back is 25,350 Equity Shares of face value ₹ 10/- each, representing 4.04% of the total paid up equity share capital of the Company as per the latest available standalone audited financial statements of the Company for the financial year ended March 31, 2020.

20.1.2 The Promoters / Promoter Group / Persons in Control **do not** intend to participate under the proposed Buyback. Assuming response to the Buyback is to the extent of 100% (Full Acceptance), the Voting Rights of the Promoter and Promoter Group in the Company may change from their existing shareholding and Voting Rights in the Company.

20.1.3 **RECORD DATE AND RATIO OF BUYBACK AS PER THE ENTITLEMENT IN EACH CATEGORY**

20.1.3.1 The Board of Directors of the Company in their meeting held on January 21, 2021 announced, Friday, February 5, 2021 as Record Date for the purpose of determining the entitlement and the names of the shareholders, who are eligible to participate in the proposed Buyback Offer.

20.1.3.2 The Shares to be bought back as a part of this offer is divided in to two categories:-

- (a) Reserved category for Small Shareholders, and
- (b) The General Category for other shareholders

As defined in the SEBI Buyback Regulations, Small Shareholder means a shareholder of a listed company, who holds Shares whose market value, on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on Record Date, is not more than rupees two lacs. As on Record Date, the closing price on BSE, was ₹ [●]. Accordingly, all Shareholders holding not more [●] than Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buyback Offer.

20.1.3.3 Based on the above definition, there are Small Shareholders in the Company with aggregate shareholding of [●] Shares, as on Record Date, which constitutes [●]% of the outstanding number of Equity Shares of the Company and [●]% of the number of Equity Shares which the Company proposes to buyback as a part of this Offer.

20.1.3.4 The entitlement of Small Shareholders as on Record Date in proportion to the total paid up capital of the Company is [●] equity shares $[(\frac{[●]}{[●]}) * [●]]$

20.1.3.5 The number of equity shares offered for Small Shareholders in the Buyback Offer is **3,803** being 15% of 25,350 which is the total number of shares proposed to bought back.

20.1.3.6 In compliance with Regulation 6 of the SEBI Regulations, the reservation for the Small Shareholders, **WILL BE HIGHER OF:-**

- i) Fifteen percent of the number of securities which the company proposes to Buyback i.e. 15% of 25,350 Equity Shares which works out to **3,803** Equity Shares or

- ii) The number of securities entitled as per their shareholding as on Record Date [i.e. $(\frac{[\bullet]}{[\bullet]}) \times [\bullet]$] which works out to be $[\bullet]$ Equity Shares.

20.1.3.7 All the outstanding Equity Shares after excluding the shareholding of the Promoter and Promoter Group members have been used for computing the Buyback Entitlement of Small Shareholders since the Promoter and Promoter Group do not intend to participate in the Buyback Offer.

20.1.3.8 Based on the above and in accordance with Regulation 6 of the Buyback Regulations $[\bullet]$, Equity Shares being higher of i) and ii) of point 20.1.3.6 above, have been reserved for Small Shareholders (“Reserved Buyback Size for Small Shareholders”).

20.1.3.9 Accordingly, General Category for Other Shareholders shall consist of $[\bullet]$ Shares (“Balance Buyback Size”).

20.1.3.10 Based on the above entitlements, the ratio of Buyback for both categories is decided as below:

Category of Shareholders	Ratio of Buyback
Reserved category for Small Shareholders	$[\bullet]$ Equity shares out of every $[\bullet]$ fully paid up Equity shares held on the Record date
General category of other shareholders	$[\bullet]$ Equity shares out of every $[\bullet]$ fully paid up Equity shares held on the Record date

20.1.3.11 FRACTIONAL ENTITLEMENTS

20.1.3.11.1 Reserved category for Small Shareholders:

The entitlement of Small Shareholders shall be computed by applying multiple of $[\bullet]$ on the total number of Equity Shares held by them on the Record Date. Any fractional component of their entitlement shall be ignored for computation of their entitlement to tender Shares in Buyback Offer. On account of ignoring the fractional entitlement, those Small Shareholders who hold 1 (One) Equity Share as on the Record Date and are therefore entitled to tender zero Equity Shares in the Buyback Offer will be dispatched a Tender Form with zero entitlement. However, such Small Shareholders shall be entitled to tender their Equity Shares by way of additional Equity Shares as part of the Buyback Offer, and will be given preference in the Acceptance of one Equity Share.

20.1.3.11.2 General Category of other Shareholders:

The entitlement of General Category Shareholders shall be computed by applying multiple of $[\bullet]$ on the total number of Equity Shares held by them on the Record Date. Any fractional entitlement of their entitlement shall be ignored for computation of entitlement in Buyback Offer.

20.1.4 BASIS OF ACCEPTANCE OF SHARES

Basis of Acceptance of Shares validly tendered in the Reserved Category for Small Shareholders:

Subject to the provisions contained in the Draft Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback Offer by the Small Shareholders in the Reserved Category in the following order of priority:

20.1.4.1 Full Acceptance of Equity Shares from Small Shareholders in the Reserved Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them whichever is less.

20.1.4.2 Post the acceptance as described in Clause 20.1.4.1 above, in case there are any Shares left to be bought back in the Reserved Category for Small Shareholders, the Small Shareholders who were entitled to tender zero Shares (on account of ignoring the fractional entitlement), and have tendered

additional Shares as part of the Buyback Offer, shall be given preference and one share each from the Additional Shares applied by these Small Shareholders shall be bought back in the Reserved Category.

20.1.4.3 Post the acceptance as described in Clauses 20.1.4.1 and 20.1.4.2 above, in case there are any Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the Additional Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Shares validly tendered by the Shareholder divided by the total Additional Shares validly tendered and multiplied by the total Pending number of Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Shares taken into account for such Small Shareholders, from whom one Share has been accepted in accordance with Clause 20.1.4.2 above, shall be reduced by one.

20.1.4.4 Adjustment for fractional results in case of proportionate acceptance, as described in Clause 20.1.4.3 above:

20.1.4.4.1 For any shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

20.1.4.4.2 For any shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

20.1.5 Basis of Acceptance of Shares validly tendered in the General Category for Other Shareholders:

Subject to the provisions contained in the Draft Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback Offer by the Other Shareholders in the General Category in the following order of priority:

20.1.5.1 Full Acceptance of Equity Shares from Other Shareholders in the General Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them whichever is less.

20.1.5.2 Post the acceptance as described in Clause 20.1.5.1 above, in case there are any Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the Other Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the Additional Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Shares validly tendered by the Shareholder divided by the total Additional Shares validly tendered in General category and multiplied by the total Pending number of Shares to be accepted in General Category.

20.1.5.3 Adjustment for fractional results in case of proportionate acceptance, as described in Clause 20.1.5.2 above:

20.1.5.3.1 For any shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

20.1.5.3.2 For any shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

20.1.6 Basis of Acceptance of Shares between Categories:

20.1.6.1 In case there are any Shares left to be bought back in one category ("Partially filled Category") after acceptance in accordance with the above described methodology for both the Categories, and there

are Additional unaccepted validly tendered Shares in the second Category, then the Additional Shares in the second Category shall be accepted proportionately i.e. valid acceptances per shareholder shall be equal to the Additional outstanding Shares validly tendered by a shareholder in the second Category divided by the total Additional outstanding Shares validly tendered in the second Category and multiplied by the total Pending number of Shares to be bought back in the Partially filled Category.

20.1.6.2 If the Partially filled Category is the General Category for Other Shareholders and the second Category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Shares tendered by such Small Shareholders, from whom one Share has been accepted in accordance with Clause 20.1.4.2, shall be reduced by one. If the Partially filled Category is the Reserved Category for Small Shareholders, then the methodology as provided and explained in point# 20.1.6.1 above, shall be followed.

20.1.6.3 Adjustment for fraction results in case of proportionate acceptance, as defined in Clause 20.1.6.1 above:

20.1.6.3.1 For any shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

20.1.6.3.2 For any shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

20.1.7 For avoidance of doubt, it is clarified that the Shares accepted under the Buyback from each Shareholder, in accordance with Clause 20.1.3, 20.1.4, 20.1.5 and 20.1.6 above, shall not exceed the number of Shares tendered by the respective Shareholder.

20.1.8 For the avoidance of doubt, it is clarified that the Equity Shares accepted under the Buyback from each Shareholder, in accordance with Clause 20.1.3, 20.1.4, 20.1.5, 20.1.6 and 20.1.7 above, shall not exceed the number of Shares held by the respective Shareholder, as on the Record Date.

20.1.9 For the avoidance of doubt, it is clarified that the Equity Shares tendered by any Shareholder over and above the number of Shares held by such Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with Clause 20.1.3, 20.1.4, 20.1.5, 20.1.6, 20.1.7 and 20.1.8 above.

21. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

21.1 The Buyback is open to all Equity Shareholders / beneficial owners of the Company holding Equity Shares either in physical and/or electronic form on the Record Date. Please refer to point# 21.18 of this Draft Letter of Offer for tender of Equity Shares held in physical form.

21.2 The Company proposes to undertake the Buy-back through Tender Offer process, on a proportionate basis. The Letter of Offer and the Tender Form, containing details of the terms of the Buy-back and the disclosures as specified in the Buy-back Regulations, will be e-mailed to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date and who have their e-mail IDs registered with the Company/Depository, respectively. The Company shall also dispatch Letter of Offer and the Tender Form physically by an expedited commercial courier service/ registered post or by any other permissible mode of communication (to the extent possible). In case of non-receipt of the Letter of Offer and the Tender Form, please refer to the procedure specified in point# 21.19 of this Draft letter of offer in case of non-receipt of the LOF.

In order to ensure that the same Eligible Seller with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Seller

with a common Permanent Account Number (“PAN”) shall be clubbed together for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Sellers holding physical shares, where the sequence of PAN is identical and where the PANs of all joint shareholders are not available, the Registrar will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of “clearing members” or “corporate body margin account” or “corporate body – broker” as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients

- 21.3 The Company proposes to effect the Buyback through Tender Offer route, on a proportionate basis. The Letter of Offer, outlining the terms of the Buyback Offer as well as the detailed disclosures as specified in the Buyback Regulations, will be mailed to Equity Shareholders of the Company whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date.
- 21.4 The Company will not accept any Equity Shares offered for Buyback where there exists any restraint order of a Court/ any other competent authority for transfer / disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.
- 21.5 The Company shall comply with Regulation 24(v) of the Buyback Regulations which states that the Company shall not buyback locked-in Equity Shares and non-transferrable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferrable.
- 21.6 Acceptance of any Shares tendered in excess of the Buyback Entitlement by the Shareholder, shall be in terms of procedure outlined in section 20 of this Draft Letter of Offer.
- 21.7 The maximum tender under the Buyback by any Shareholder cannot exceed the number of Equity Shares held by the Shareholder as on the Record Date.
- 21.8 The Buyback shall be implemented by the Company using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and Circular No. CFD/DCR2/CIR/ P/2016/131 dated December 09, 2016 and SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 issued by Securities Exchange Board of India and in accordance with the procedure prescribed in the Companies Act and the Buyback Regulations as may be determined by the Board (including the Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- 21.9 For implementation of the Buyback, the Company has appointed Choice Equity Broking Private Limited as the registered broker to the Company (the “**Company's Broker**”) through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

Name: Choice Equity Broking Private Limited
Address: Choice House, Shree Shakambhari Corporate Park,
Plot No. 156-158, J B Nagar, Andheri (East), Mumbai-400099
Contact Person: Mr. Jeetender Joshi
Tel.: 022-67079857

E-mail ID: jeetender.joshi@choiceindia.com

- 21.10 The Company will request BSE to provide the separate Acquisition Window to facilitate placing of sell orders by Shareholders who wish to tender Equity Shares in the Buyback. The details of the platform will be specified by BSE from time to time.
- 21.11 All Eligible Persons may place orders in the Acquisition Window, through their respective stock brokers ("Seller Member(s)").
- 21.12 During the Tendering Period, the order for selling the Shares will be placed in the Acquisition Window by Eligible Persons through their respective Seller Members during normal trading hours of the secondary market.
- 21.13 The Letter of offer and the Tender Form will be made available on the website of the Company at www.neelamalaiagro.com, the Stock Exchange at www.bseindia.com, Registrar to the Buy-back at www.cameoindia.com and the Manager to the Buy back at www.saffronadvisor.com.
- 21.14 Modification / cancellation of orders and multiple bids from a single Shareholder will be allowed during the Tendering Period of the Buyback Offer. Multiple bids made by single Shareholder for selling the Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.
- 21.15 The cumulative quantity tendered shall be made available on BSE's website – www.bseindia.com throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 21.16 In the event Seller Member(s) of Eligible Persons is not registered with BSE then that Eligible Person can approach the Company's Broker as defined in Point # 21(9) above and tender the shares through the Company's Broker after submitting the details as may be required by the Company's Broker to be in compliance with the SEBI regulations.
- 21.17 **PROCEDURE TO BE FOLLOWED BY EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN THE DEMATERIALISED FORM**
- 21.17.1 Eligible Sellers who desire to tender their Equity Shares in the electronic/ dematerialized form under Buyback would have to do so through their respective Seller Member by giving the details of Equity Shares they intend to tender under the Buyback.
- 21.17.2 The Seller Member would be required to place an order/ bid on behalf of the Eligible Sellers who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Before placing the bid, the Eligible Seller would be required to transfer the tendered Equity Shares to the Special Account of Clearing Corporation (referred to as the "**Clearing Corporation**"), by using the early pay in mechanism as prescribed by the Stock Exchanges or the Clearing Corporation prior to placing the bid by the Seller Member.
- 21.17.3 The details of the Special Account of Clearing Corporation shall be informed in the issue opening circular that will be issued by BSE/Clearing Corporation.
- 21.17.4 For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order/ bid by custodians. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 21.17.5 Upon placing the order, the Seller Member shall provide transaction registration slip ("**TRS**") generated by the Stock Exchanges' bidding system to the Equity Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, client ID, no. of Equity Shares tendered, etc.

- 21.17.6 The maximum tender under Buyback by any Equity shareholder of the Company cannot exceed the number of Equity Shares held by such Equity Shareholder of the Company as on the Record date.
- 21.17.7 The Equity Shares tendered as per the entitlement by the Equity Shareholder of the Company as well as additional Equity Shares Tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations.
- 21.17.8 Detailed instructions for participation in the Buyback (*tendering of Equity shares in Buyback*) as well as the relevant time table will be included in the letter of offer which will be sent in due course to the Equity Shareholders of the Company as on the Record date.

21.18 PROCEDURE TO BE FOLLOWED BY REGISTERED EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN THE PHYSICAL FORM

- 21.18.1 In accordance with the Frequently Asked Questions issued by SEBI, “FAQs - Tendering of physical shares in buyback offer/ open offer/ exit offer/delisting” dated February 20, 2020, SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and BSE notice no 20200528-32 dated 28 May 2020, shareholders holding securities in physical form are allowed to tender shares in buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.
- 21.18.2 **Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective seller member by indicating to their broker the details of Equity Shares they intend to tender in the Buyback. Eligible Shareholders who are holding Equity Shares in the physical form and intend to participate in the Buyback will be required to approach their Shareholder Broker along with the complete set of documents for verification procedures to be carried out. The documents include the (i) Form of Acceptance (ii) original share certificate(s), (iii) valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iv) self-attested copy of the Eligible Shareholder’s PAN Card, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, as may be applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address reflected in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar Card, (ii) Voter Identity Card or (iii) Passport.**
- 21.18.3 For orders for physical Equity Shares, the Shareholder Brokers should place bids on the Acquisition Window with relevant details as mentioned on physical share certificate(s). The Shareholder Brokers shall be required to print the Transaction Registration Slip (“**TRS**”) generated by the Exchange Bidding System. TRS will contain the details of the order submitted including. the bid identification number, the application number, DP ID, Client ID in case of dematerialised Equity Shares or the folio number, certificate number, distinctive numbers and the number of Equity Shares tendered in case of Equity shares held in the physical form and the number of Equity Shares tendered.

Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) & documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid either by registered post or courier or hand delivery to the Registrar to the Buyback not later than 2 (two) days from the offer closing date. The envelope should be super scribed as “**NAIL Buyback 2021**”. One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to such Shareholder Broker or Eligible Shareholder.

- 21.18.4 Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will

not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such bids as “unconfirmed physical bids”. Once, the Registrar confirms the bids it will be treated as “Confirmed Bids”.

21.18.5 In case any person who has submitted the Equity Shares held by them in the physical form for dematerialisation should ensure that the process of getting the Equity Shares dematerialised is completed before such Eligible Shareholders tender their Equity Shares in the Buyback, so that they can participate in the Buyback.

21.18.6 An unregistered shareholder holding Physical Shares may also tender his Equity Shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any

21.19 IN CASE OF NON-RECEIPT OF THE LOF

21.19.1 **In case the Shares are in dematerialized form:** An Eligible Person may participate in the Offer by downloading the Tender Form from the website of the Company i.e www.neelamalaiagro.com, the Stock Exchanges at www.bseindia.com, the Registrar to the Buy-back at www.cameoindia.com and the Manager to the Buy-back at www.saffronadvisor.com or by providing their application in writing on plain paper, signed by all Equity Shareholders, stating name & address of Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number and number of Equity Shares tendered for the Buyback.

21.19.2 **In case the Shares are in physical form:** An Eligible Shareholder holding Equity Shares in physical form, may participate in the Buyback by downloading the Letter of Offer and Tender Form from the website of the Company at www.neelamalaiagro.com, the Stock Exchanges at www.bseindia.com, the Registrar to the Buyback at www.cameoindia.com and the Manager to the Buyback at www.saffronadvisor.com or by providing their application in writing on plain paper signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed Form SH-4 in favour of the Company. The transfer form (SH-4) can be downloaded from the Company's website at www.neelamalaiagro.com. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in below), reach the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date (by 5:00 p.m.). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar to the Buyback or the Company or are not in the same order (although attested), the Company or the Registrar to the Buyback shall have a right to reject such applications.

21.19.3 **Please note that Eligible Person(s) who intend to participate in the Buyback will be required to approach their respective Seller Member (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Seller Member or broker in the electronic platform to be made available by BSE before the Closing Date.**

21.19.4 **The Company shall accept Equity Shares validly tendered by the Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Person(s) who intend to participate in the Buyback using the ‘plain paper’ option as mentioned in this paragraph are advised to confirm their entitlement from the Registrar to the Buyback Offer, before participating in the Buyback.**

21.20 Non-receipt of this Letter of Offer by, or accidental omission to dispatch this Letter of Offer or non-delivery of email to any Eligible Person, shall not invalidate the Buyback Offer in any way.

- 21.21 The acceptance of the Buyback Offer made by the Company is entirely at the discretion of the Equity Shareholders of the Company. The Company does not accept any responsibility for the decision of any Equity Shareholder to either participate or to not participate in the Buyback Offer. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Equity Shareholders are advised to adequately safeguard their interest in this regard.

All Non-Resident Shareholders (excluding FIIs) should also enclose a copy of the permission received by them from the RBI to acquire the Equity Shares held by them in the Company, if applicable. In case the Equity Shares are held on repatriation basis, the Non-Resident Shareholder should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the Non-Resident Shareholder from the appropriate account as specified by RBI in its approval. In case the Non-Resident Shareholder is not in a position to produce the said certificate, the shares would be deemed to have been acquired on non-repatriation basis and in that case the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid shares accepted under the Buyback. If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.

21.22 **METHOD OF SETTLEMENT**

Upon finalization of the basis of acceptance as per Buyback Regulations:

- 21.22.1 The Company will pay consideration to the Clearing Corporation on or before the pay in date for settlement. For Equity shares accepted under Buyback, the Equity Shareholders will receive funds payout in their bank account from the Clearing Corporation.
- 21.22.2 The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company opened for Buyback ("Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- 21.22.3 The Eligible Sellers will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance.
- 21.22.4 Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Sellers would be returned to them by Clearing Corporation. Any excess Physical Shares pursuant to proportionate acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback.
- 21.22.5 The settlements of fund obligation shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds pay-out in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the RBI/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such shareholders.
- 21.22.6 Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback. If Eligible Sellers bank account details are not available or if the fund transfer instruction is rejected by Reserve Bank of India or bank, due to any reasons, then the amount payable to Eligible Sellers will be transferred to the Seller Member for onward transfer to the Eligible Sellers.

- 21.22.7 Eligible Sellers who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Eligible Sellers for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Seller, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Sellers.
- 21.22.8 The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

22. NOTE ON TAXATION

1. General

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS ON THESE TAX CONSIDERATIONS.

IN VIEW OF THE PARTICULARIZED NATURE OF TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND THERE CAN BE NO LIABILITY ON THE COMPANY IF ANY ACTION IS TAKEN BY THE SHAREHOLDER SOLELY BASED ON THIS TAX SUMMARY. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUYBACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGES SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

The Indian tax year runs from April 1 to March 31 of subsequent year. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act, 1961 (“ITA”).

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her Indian sourced income or income received by such person in India. Vide Finance Act, 2020, certain non-resident individuals are deemed to be resident in India upon triggering of certain conditions. Deemed residents would be liable to pay tax in India only on their Indian sourced income or income from business or professional controlled in India.

In case of shares of a company, the source of income from shares would depend on the “situs” of the shares. As per ITA and Judicial precedents, generally the “situs” of the shares is where company is “incorporated” and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be “situated” in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the Double Taxation Avoidance Agreement (“DTAA”), as modified by the Multilateral Instrument (MLI), if the same is applicable to the relevant DTAA between India and the respective country of which the said

shareholder is tax resident. The above benefit may be available subject to satisfying relevant conditions prescribed under ITA including but not limited to availability of Tax Residency Certificate, non-applicability of General Anti-Avoidance Rule (“GAAR”) and providing and maintaining necessary information and documents as prescribed under ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

2. Classification of Shareholders

Section 6 of the ITA, determines the residential status of an assessee. Accordingly, shareholders can be classified broadly in three categories as below:

A. Resident Shareholders being:

- Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI), Firm, LLP
- Others (corporate bodies):
 - Company
 - Other than Company

B. Deemed Resident Shareholder –an individual being a citizen of India who is not liable to tax in any other country or territory by reason of domicile, residence or any other criteria of similar nature and has total income other than foreign sourced income exceeding Rs 15 lakh during the tax year.

C. Non-Resident Shareholders being:

- Non-Resident Indians (NRIs)
- Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)
- Others:
 - Company
 - Other than Company

3. Buy-back of Shares

Section 115QA of the ITA introduced w.e.f. June 1, 2013 contains provisions for taxation of a domestic company in respect of buy-back of shares (within the meaning of Sec. 68 of the Companies Act). In effect, the incidence of tax stands shifted completely to the Company and not the recipient of the buyback proceeds. Before the enactment of Finance Act (No 2), 2019, this section was not applicable to shares listed on a recognized stock exchange. The Finance Act (No 2), 2019 has amended section 115QA of the ITA with effect from 5th July, 2019 extending its provisions to cover distributed income on buy-back of equity shares of a company listed on a recognized stock exchange as well.

Section 10(34A) of the ITA provided for exemption to a shareholder in respect of income arising from buy-back of shares w.e.f. April 1, 2014 (i.e. Assessment year 2014-15). The Finance Act (No. 2), 2019 has also made consequential changes to section 10(34A) of the ITA extending the benefit of exemption of income from buy-back to shareholders in respect of shares listed on recognized stock exchange as well.

Thus, the tax implications to the following categories of shareholders are as under:

A. Resident Shareholders or Deemed Resident Shareholders

Income arising to the shareholder on account of buy-back of shares as referred to in section 115QA of the ITA is exempt from tax under the provisions of the amended section 10(34A) of the ITA with effect from July 5, 2019.

B. Non-Resident Shareholders

While the income arising to the shareholder on account of buy back of shares as referred to in section 115QA of the ITA is exempt from tax under the provisions of the amended section 10(34A) with effect

from July 5, 2019 in the hands of a Non-resident as well, the same may be subject to tax in the country of residence of the shareholder as per the provisions of the tax laws of that country. The credit of tax may or may not be allowed to such Non- resident shareholder to be claimed in the country of residence in respect of the buy-back tax paid by the company in view of Sec 115QA (4) and (5) of the ITA. Non-resident shareholders need to consult their tax advisors with regard to availability of such a tax credit.

4. Tax Deduction at Source

Currently, there are no provisions for tax deduction at source in respect of income earned from transfer/ buy-back of shares in case of resident shareholders/ deemed resident shareholders.

Given that income arising on account of the buy-back of shares is exempt from tax under Section 10(34A) of ITA, the same would not be subject to tax deduction at source for non-resident shareholders.

Caveat: The summary of the tax considerations as above is based on the current provisions of the tax laws of India, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

5. Securities Transaction Tax

Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchange, Securities Transaction Tax at 0.1% of the value of the transaction will be applicable.

23. DECLARATION BY THE BOARD OF DIRECTORS

The Board of Directors of the Company have confirmed that based on such full inquiry conducted into the affairs and prospects of the Company and taking into account all the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the Act, the Board of Directors has formed an opinion that:

- (a) Immediately following the date of the Board Meeting held on January 21, 2021 and the date on which the results of the postal ballot will be declared, there will be no grounds on which the Company can be found unable to pay its debts;
- (b) As regards the Company's prospects for the year immediately following the date of the board meeting as well as the year immediately following the date on which the results of the postal ballot will be declared, approving the Buyback and having regards to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the board meeting approving the Buyback or within a period of one year from the date on which the results of the postal ballot will be declared, as the case may be;
- (c) Confirm that in forming an opinion aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act (including prospective and contingent liabilities).

24. The text of the certificate dated January 21, 2021 received from M/s. PKF Sridhar & Santhanam LLP Chartered Accountants, the Statutory Auditor of the Company addressed to the Board of Directors of the Company is reproduced below:

Quote

Date: 21st January 2021

To,

The Board of Directors
Neelamalai Agro Industries Limited
Katary Estate, Katary P.O.,
Coonoor, The Nilgiris, Nilgiri,
Tamil Nadu, 643213

Dear Sirs,

Statutory Auditor's Report in respect of the proposed buy-back of equity shares by Neelamalai Agro Industries Limited ('the Company') in terms of clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, ("Buy-back Regulations").

1. This Report is issued in accordance with the terms of our engagement letter dated 18th January 2021 with the Neelamalai Agro Industries Limited ("the Company").
2. We have been engaged by the Company to perform a reasonable assurance in connection with the proposal of the Company to buy-back its equity shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("Act") and Buy-back Regulations, and in terms of the resolution passed by the Board of Directors of the Company in their meeting held on 21st January 2021, ("Board Meeting").

Board of Directors Responsibility

3. The preparation of the statement of determination of the permissible capital payment (including premium) towards buy-back of Equity Shares ("**Statement**"), as set out in Annexure A hereto, initialed by us for identification purpose only, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
4. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board Meeting and the date of the Letter of Offer.

Auditor's Responsibility

5. Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide reasonable assurance on the following ("**Reporting Criteria**"):
 - (i) Whether we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended 31 March 2020;
 - (ii) if the amount of permissible capital payment (including premium) as stated in Annexure A for the proposed buy-back of equity shares, has been properly determined considering the audited standalone and consolidated financial statements of the Company as at and for the year ended 31 March 2020 in accordance with Section 68(2) of the Act; and Regulation 5 of the Buy-back Regulations; and
 - (iii) Whether the Board of Directors in their meeting dated 21st January 2021 has formed the opinion, as specified in Clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the Board Meeting.

6. The audited standalone and consolidated financial statements referred to in paragraph 5 above, which we have considered for the purpose of this report, have been audited by us, on which we have issued an unqualified audit report dated 30th July 2020.
7. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:
 - (i) Examined that the amount of permissible capital payment for the buy back as detailed in Annexure A is in accordance with the provisions of Section 68(2) of the Act;
 - (ii) Inquired into the state of affairs of the Company with reference to the audited standalone and consolidated financial as at and for the year ended 31st March 2020;
 - (iii) Traced the amounts of paid up equity share capital, retained earnings and general reserves as mentioned in Annexure A from the audited standalone and consolidated financial statements as at and for the year ended 31st March 2020;
 - (iv) Verified the arithmetical accuracy of the amounts mentioned in Annexure A; and
 - (v) Obtained appropriate representations from the Management of the Company
8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India (the "Guidance note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

10. Based on our examination as above and the information and explanations given to us, in our opinion:
 - a) that the proposed amount of capital payment of **₹405.60 Lacs/-** (Rupees Four Crores Five Lacs Sixty Thousand Only) for the buy-back of **25,350** equity shares in question does not exceed the permissible capital payment which is **₹ 406.13/-** Lakhs (Rupees Four Crores Six Lakhs and Thirteen Thousands Only), as determined in the statement of determination of the permissible capital payment towards buy-back of equity shares, as stated in Annexure A, is properly determined in accordance with Section 68 of the Act; and
 - b) that the Board of Directors in their meeting held on **21st January 2021** have formed the opinion, as specified in clause (x) of Schedule I of the Buy-back Regulations, on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated **21st January 2021**.

Restriction on Use

This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buy-back Regulations solely to enable them to include it (a) in the Public Announcement to be made to the members of the Company, (b) in the Draft Letter of Offer and (c) Letter of Offer to be filed with the Securities and Exchange Board of India, the Stock Exchanges, the Registrar of Companies as required by the Buy-back Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For PKF Sridhar & Santhanam LLP
Chartered Accountants
 (Registration No: **003990S/S200018**)
T V Balasubramanian
 Partner
 Membership No: **027251**
 Place: **Chennai**
 Date: **21st January 2021**
 UDIN: **21027251AAAAAO8113**

Annexure A

Statement of determination of the permissible capital payment (including premium) towards buy-back of equity shares ("Statement") in accordance with Section 68(2) of the Companies Act, 2013

(Amounts in INR Lakhs)

Particulars	Standalone	Consolidated
Total paid-up share capital as on March 31, 2020 based on the audited financial statements of the Company [A]	62.74	62.74
Free reserves, comprising of:		
- Retained Earnings #	487.20	7,835.39
- General Reserves	3,511.41	8,625.24
Total free reserves [B]	3,998.61	16,460.63
Total paid-up share capital and free reserves (sum of A & B)	4,061.35	16,523.37
Maximum amount permissible for buyback under Section 68 of the Act, i.e. 10% of the total paid up capital and free reserves		406.13
Amount approved by Board Resolution dated 21st January 2021		405.60

considered as defined in section 2(43) of Companies Act, 2013 read with section 68 of the Companies Act, 2013. Accordingly, retained earnings are reduced to the extent of INR 443.53 Lakhs on account of fair value changes of certain assets & liabilities.

Unquote

25. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of the Company Katary Estate, Katary P.O., Coonoor, The Nilgiris, Nilgiri, Tamil Nadu - 643213, India, between 10 am and 5 p.m. on all working days except Saturdays, Sundays and Public Holidays during the Offer period:

- 25.1 Certificate of Incorporation;
- 25.2 Memorandum and Articles of Association of the Company;
- 25.3 Annual reports of the Company for the financial years 2016 to 2020;
- 25.4 Limited Review Report for the period September 30, 2020;
- 25.5 Copy of the certificate dated January 21, 2021 received from the statutory auditors of the Company, PKF Sridhar & Santhanam LLP, Chartered Accountants certifying that the Company has made firm financing

- arrangements for fulfilling the obligations under the Buyback, in accordance with the Regulations;
- 25.6 Copy of the certificate dated January 21, 2021 received from the statutory auditors of the Company, PKF Sridhar & Santhanam LLP, Chartered Accountants in terms of clause (xi) of Schedule I of the Buyback Regulations;
- 25.7 Copy of resolution passed by the Board of Directors at their meeting held on January 21, 2021 approving the Buyback;
- 25.8 Copy of Declaration of Solvency and an affidavit verifying the same as per Form SH-9 of the Companies (Share Capital and Debentures) Rules, 2014;
- 25.9 Copy of Public Announcement dated January 22, 2021 published in the newspapers on January 23, 2021 regarding Buyback of Equity Shares;
- 25.10 Copy of Escrow Agreement dated [●] between the Company, Saffron Capital Advisors Private Limited and Escrow Agent;
- 25.11 Confirmation letter by the Escrow Agent dated [●] that the Escrow Amount being 25% of the Buyback Offer has been deposited;
- 25.12 SEBI letter no. [●] dated [●], 2021 issued for Draft Letter of Offer

26. DETAILS OF THE COMPLIANCE OFFICER

The Board at their meeting held on January 21, 2021 appointed Mr. Lakshmi Narasimhan, Company Secretary, as the compliance officer for the purpose of the Buyback (“**Compliance Officer**”). Investors may contact the Compliance Officer for any clarifications or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:-

Mr. S. Lakshmi Narasimhan

Neelamalai Agro Industries Limited

Katary Estate, Katary P.O., Coonoor, The Nilgiris, Nilgiri, Tamil Nadu, 643213, India

Tel. No.: +91 423-2284235;

Email: narasimhan.l@avtplantations.co.in; secneelamalai@avtplantations.co.in

27. DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS/ BENEFICIAL OWNERS

- 27.1 In case of any grievances relating to the Buyback the investor can approach the Compliance Officer for redressal.
- 27.2 If a Company makes any default in complying with the provisions of section 68 of the Act or any regulation made by the Securities and Exchange Board, for the purposes of clause (f) of sub-section (2) of section 68, the Company shall be punishable with fine which shall not be less than one lakh rupees but which may extend to three lakh rupees and every officer of the Company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than one lakh rupees but which may extend to three lakh rupees, or with both.
- 27.3 The address of the concerned office of the Registrar of Companies is as follows:

Registrar of Companies, No.7, AGT Business Park, I Floor, Phase II, Avinashi Road, Civil Aerodrome Post, Coimbatore- 641014, Tamilnadu, India.

28. DETAILS OF INVESTOR SERVICE CENTRE

In case of any query, the shareholders may contact the Registrar & Transfer Agent on any day during the Offer period, except Saturday, Sunday and Public holidays between 10 AM and 5 PM at the following address:



Cameo Corporate Services Limited

“Subramanian Building”, No.1, Club House Road,

Chennai – 600 002, Tamilnadu, India
Tel. No.: +91 44 4002 0700;
Fax No.: +91 44 2846 0129
Email: investor@cameoindia.com
Website: www.cameoindia.com
SEBI Registration: INR000003753
Contact Person: Ms. Sreepriya. K

29. **DETAILS OF THE MANAGER TO THE BUYBACK**

The Company has appointed the following as Manager to the Buyback:



Saffron Capital Advisors Private Limited

605, Sixth Floor, Centre Point,
Andheri-Kurla Road, J. B. Nagar,
Andheri (East), Mumbai - 400 059
Tel. No.: +91 22 4082 0914/915

Fax No.: +91 22 4082 0999

Email id: buybacks@saffronadvisor.com

Website: www.saffronadvisor.com

Investor grievance: investorgrievance@saffronadvisor.com

SEBI Registration Number: INM000011211

Contact Person: Amit Wagle / Gaurav Khandelwal

30. **DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE DRAFT LETTER OF OFFER**

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accept full and final responsibility for the information contained in this Draft Letter of Offer. The Draft Letter of Offer is issued under the authority of the Board of Directors through resolution passed by the Buyback Committee at their meeting held on January 21, 2021.

For and on behalf of the Board of Directors of

Neelamalai Agro Industries Limited

Ajit Thomas	F. S. Mohan Eddy	S. Lakshmi Narasimhan
Chairman DIN - 00018691	Independent Director DIN - 01633183	Company Secretary and Compliance Officer ICSI Membership Number: A35541

Place: Chennai

Date: January 28, 2021