



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 District, Kochi - 682 036, Kerala
Tele : (0484) 2315312 Fax : (0484) 2312541
Corporate Identity Number (CIN): L01117TZ1943PLC000117
E-Mail : secneelamalai@vsnl.net Website : www.neelamalaiagro.com

August 23, 2018

Bombay Stock Exchange Limited
25th Floor, PhirozeJeejeebhoy Towers
Dalal Street, Fort
Mumbai- 400001
Phones : 022-22721233/4, 022-66545695

Dear Sirs,

Sub: **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Annual General Meeting-Proceedings- Details regarding voting results-(BSE Stock Code: 508670)**

Ref: **Regulation 30 read with Schedule III Part A Para 13 and Regulation 44(3) regarding**

We wish to inform you that the Annual General Meeting of the Company relating to the Financial Year ended 31st March 2018 was held on Wednesday, August 22, 2018 at the Regd. Office of the company at Katary Estate, Katary Post, Coonoor, The Nilgiris – 643213 and all the items of business contained in the Notice of the Annual General Meeting which are given below were transacted.

ORDINARY BUSINESS - ORDINARY RESOLUTIONS

- 1. Adoption of Financial Statements (including Consolidated Financial Statements) of the Company for the year ended 31.03.2018**
- 2. Declaration of Dividend on Equity Shares**
- 3. Re-appointment of Mr. Ajit Thomas as Director**

SPECIAL BUSINESS - ORDINARY RESOLUTION

- 4. Re-appointment of Mrs. Shanthi Thomas as a Whole-Time Director**





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Manner of approval

All the aforesaid business items were transacted through Ordinary Resolutions. A remote e-voting was undertaken as per applicable Regulations for a minimum period of 3 days which remained open from Sunday, August 19, 2018 (9.00 a.m.) to Tuesday, August 21, 2018 (5.00 p.m.) (both days inclusive). Besides, the sense of the meeting was also ascertained through a Poll conducted as per Rule 20 of the Companies (Management & Administration) Rules 2014. The consolidated report of the Scrutinizer dated August 23, 2018 is enclosed.

Details of vote

The details of the voting results in the specified format is enclosed.

This may please be taken on record.

Thank you.

Yours faithfully
for NEELAMALAI AGRO INDUSTRIES LTD.

T.M.HARIKUMAR
COMPANY SECRETARY & CFO

Encl: As above





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Details of Voting Results as prescribed under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Annual General Meeting	:	August 22, 2018
Total number of share holders on record date	:	908 (as on evoting cut off date 16.08.2018)
No. of share holders present in the meeting either in person or through proxy	:	14
Promoters and Promoter Group	:	2
Public	:	12
No. of Share holders attended the meeting through video Conferencing	:	Not arranged
Promoters and Promoter Group	:	Nil
Public	:	Nil





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ORDINARY BUSINESS

ORDINARY RESOLUTION NO. 1

ADOPTION OF AUDITED FINANCIAL STATEMENTS (INCLUDING CONSOLIDATED FINANCIAL STATEMENTS) FOR THE YEAR ENDED 31.03.2018

Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether Promoter/Promoter Groups are interested in the agenda/resolution					No			
Promoter/ Public	Mode of voting –	No. of Shares held (1)	No. of votes polled (2)	% of shares polled on outstanding shares (3)=(2/1)*100	No. of votes -in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoter Group	EVOTING	416938	414338	99.38	414338	0	100	0
	POLL		2600	0.62	2600	0	100	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	VENUE							
	SUB TOTAL	416938	416938	100	416938	0	100	0
Public – Institutions	EVOTING	4250	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	SUB TOTAL	4250	0	0	0	0	0	0
Public – Non- Institutions	EVOTING	206162	26	0.01	26	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	SUB TOTAL	206162	26	0.01	26	0	100	0
GRAND TOTAL		627350	416964	66.46	416964	0	100	0





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ORDINARY BUSINESS

ORDINARY RESOLUTION NO. 2

DECLARATION OF DIVIDEND ON EQUITY SHARES

Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether Promoter/Promoter Groups are interested in the agenda/resolution					No			
Promoter/ Public	Mode of voting –	No. of Shares held (1)	No. of votes polled (2)	% of shares polled on outstanding shares (3)=(2/1)*100	No. of votes -in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoter Group	EVOTING	416938	414338	99.38	414338	0	100	0
	POLL		2600	0.62	2600	0	100	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	VENUE							
	SUB TOTAL		416938	416938	100	416938	0	100
Public – Institutions	EVOTING	4250	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	SUB TOTAL		4250	0	0	0	0	0
Public – Non- Institutions	EVOTING	206162	26	0.01	26	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	SUB TOTAL		206162	26	0.01	26	0	100
GRAND TOTAL		627350	416964	66.46	416964	0	100	0





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ORDINARY BUSINESS

ORDINARY RESOLUTION NO. 3

RE-APPOINTMENT OF MR. AJIT THOMAS AS DIRECTOR

Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether Promoter/Promoter Groups are interested in the agenda/resolution					No			
Promoter/ Public	Mode of voting –	No. of Shares held (1)	No. of votes polled (2)	% of shares polled on outstanding shares (3)=(2/1)*100	No. of votes -in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoter Group	EVOTING	416938	414338	99.38	414338	0	100	0
	POLL		2600	0.62	2600	0	100	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	VENUE							
	SUB TOTAL	416938	416938	100	416938	0	100	0
Public – Institutions	EVOTING	4250	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	SUB TOTAL		4250	0	0	0	0	0
Public – Non- Institutions	EVOTING	206162	26	0.01	26	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	SUB TOTAL		206162	26	0.01	26	0	100
GRAND TOTAL		627350	416964	66.46	416964	0	100	0





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SPECIAL BUSINESS

ORDINARY RESOLUTION NO. 4

RE-APPOINTMENT OF MRS. SHANTHI THOMAS AS A WHOLE-TIME DIRECTOR

Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether Promoter/Promoter Groups are interested in the agenda/resolution					No			
Promoter/ Public	Mode of voting –	No. of Shares held (1)	No. of votes polled (2)	% of shares polled on outstanding shares (3)=(2/1)*100	No. of votes -in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoter Group	EVOTING	416938	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	VENUE							
	SUB TOTAL		416938	0	0	0	0	0
Public – Institutions	EVOTING	4250	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	SUB TOTAL		4250	0	0	0	0	0
Public – Non- Institutions	EVOTING	206162	26	0.01	26	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	SUB TOTAL		206162	26	0.01	26	0	100
GRAND TOTAL		627350	26	0.01	26	0	100	0





#28, 1st Floor, Ganapathy Colony, Ilird Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended]

Dated: 23.08.2018

To,
The Chairman,
M/s. NEELAMALAI AGRO INDUSTRIES LIMITED,
KATARY ESTATE, KATARY P.O., COONOOR,
THE NILGIRIS - 643 213

Dear Sir,

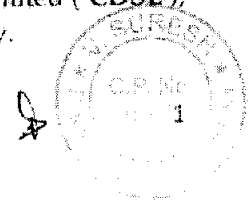
Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and voting through Ballot Papers at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 75th Annual General Meeting of M/s. Neelamalai Agro Industries Limited, held on Wednesday, August 22, 2018 at 12.00 Noon at Katary Estate, Katary Post, Coonoor, The Nilgiris - 643213.

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. Neelamalai Agro Industries Limited (the Company) as the Scrutinizer for the purpose of scrutinizing the remote e-voting/ voting through Ballot Papers at the AGM venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 75th Annual General Meeting (AGM) of the members of the Company, held on Wednesday, August 22, 2018 at 12.00 Noon at Katary Estate, Katary Post, Coonoor, The Nilgiris - 643 213.

The Notice dated 29th May 2018 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "The Financial Express (Chennai Edition)" and in a vernacular newspaper "Makkal Kural (Coimbatore and Chennai Editions)" having wide circulation, on 29.07.2018.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 75th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities, engaged by the Company.



The members of the Company as on the "cut-off" date i.e. August 16, 2018 were entitled to vote on the resolutions (items no. 1 to 4 as set out in the notice of the 75th AGM of the Company.)

Further to the above, I submit my report as under:-

Remote E-voting:

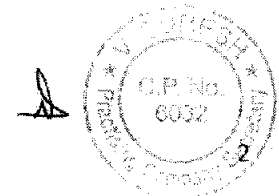
- i. The e-voting period remained open from Sunday, August 19, 2018 (9.00 a.m.) to Tuesday, August 21, 2018 (5.00 p.m.) (both days inclusive).
- ii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.

Voting through Ballot Papers at the AGM venue:

- i. The Company had provided the facility for voting through ballot paper at the AGM and members, who have not cast their vote by remote e-voting were allowed to exercise their right to vote at the meeting.
- ii. The Ballot papers in Form MGT-12 as per Section 109(5) of the Act and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. One Corporate shareholder cast votes in the ballot box kept at convenient places in the venue.
- iii. The locked ballot box was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and Ballot papers was diligently scrutinized. The Ballot paper was reconciled with the records maintained by the Company.
- iv. The Corporate member who had participated in the voting through Ballot Papers at the AGM venue had provided a scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise its votes.

Thereafter, the results containing, inter alia, list of Equity Shareholders, who voted "for", "against" or "abstained", in respect of the each of the resolutions that were put to vote, were generated from the e-voting website of M/s. Central Depository Services (India) Limited ("CDSL"), (i.e.) <https://www.evotingindia.com>.

The results are as follows:



Resolution No 1: Ordinary Resolution

Ordinary Business: Adoption of financial statements (including consolidated financial statements) for the year ended 31.03.2018.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	4,14,364	15	4,14,364	100	-	-	-	-	
Voting through Ballot Papers at the AGM Venue	2,600	1	2,600	100	-	-	-	-	
Total	4,16,964	16	4,16,964	100	-	-	-	-	

Resolution No 2: Ordinary Resolution

Ordinary Business: Declaration of Dividend on Equity Shares

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	4,14,364	15	4,14,364	100	-	-	-	-	
Voting through Ballot Papers at the AGM Venue	2,600	1	2,600	100	-	-	-	-	
Total	4,16,964	16	4,16,964	100	-	-	-	-	



Resolution No 3: Ordinary Resolution**Ordinary Business: Re-Appointment of Mr. Ajit Thomas as Director**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	4,14,364	15	4,14,364	100	-	-	-	-	
Voting through Ballot Papers at the AGM Venue	2,600	1	2,600	100	-	-	-	-	
Total	4,16,964	16	4,16,964	100	-	-	-	-	


Resolution No 4: Ordinary Resolution**Special Business: Re-Appointment of Mrs. Shanthi Thomas as a Whole Time Director.**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	26	14	26	100	-	-	-	4,14,338	
Voting through Ballot Papers at the AGM Venue	-	-	-	-	-	-	-	2,600	
Total	26	14	26	100	-	-	-	4,16,938	

All the resolutions have been passed with requisite majority.

The Ballot Paper collected at the AGM Venue have been handed over to the Company.

Thanking you,
Yours Faithfully,


V Suresh
Practising Company Secretary
CP No. 6032

