

NEELAMALAI AGRO INDUSTRIES LIMITED

Registered Office : Katary Estate, Katary Post, Coonoor, Nilgiris, Tamil Nadu - 643213.

Tel : 0423 2284235 Fax : 0423 2284080

Email : secneelamalai@vsnl.net ; website: www.neelamalaiagro.com

CIN: L01117TZ1943PLC000117

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013, read with rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act, read with The Companies (Management and Administration) Rules, 2014 (the "Rules") (including any statutory modifications or re-enactments thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to the Members of the Company to be passed as Special Resolutions by way of Postal Ballot / Electronic-voting (e-voting). The Company is desirous of seeking your consent for the proposal as contained in the Resolutions given hereinafter. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts and reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

Item no. 1- Approval for continuation of Directorship of Mr. A.D. Bopana (DIN: 00576066), as a Non-Executive Independent Director of the Company.

To consider and if thought fit, to pass the following as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prospectively effective from April 1,2019 and other applicable provisions, if any, amended from time to time, consent of the Members be and is hereby accorded for continuance of the Directorship of Mr. A.D. Bopana (DIN: 00576066), aged 77 years, as a Non-Executive Independent Director of the Company as long as he continues in the office of Director of the Company on the existing terms and conditions subject to the provisions, rules and regulations of Companies Act 2013 and/or SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or of any other appropriate authorities, as may be applicable, and as amended from time to time."

Item no.2 – Re-appointment of Mr. A.D. Bopana (DIN: 00576066) as an Independent Director for a second term of three consecutive years, in terms of Section 149 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from

time to time, Mr. A.D. Bopana (DIN: 00576066), who was appointed as an Independent Director of the Company for a term of five years up to 31.03.2019, by the members at the Annual General Meeting, in terms of Section 149 of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company for a second term of three consecutive years commencing from 01.04.2019 up to 31.03.2022, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), considered necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

By Order of the Board
For Neelamalai Agro Industries Ltd.,

Place : Chennai
Date : February 14, 2019

Ajit Thomas
Chairman

NOTES

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts concerning the resolutions and the reason thereof is annexed for your consideration.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depository, i.e., Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on Friday, February 15, 2019 (cut-off date). Members who are not members as on the cut-off date shall treat this notice for information purpose only.
3. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participant (“DP”) unless any member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form (“Ballot Form”) through permitted mode along with a postage pre-paid self-addressed Business Reply Envelope.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e., www.neelamalaiagro.com and on the website of CDSL, i.e., www.evotingindia.com.
5. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. The Company has entered into an agreement with CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
6. Resolution passed by the Members through Postal Ballot/ remote electronic voting (e-voting) is deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. Members can opt for only one mode of voting, i.e., either by Ballot Form or remote e-voting. However, in case Members cast their vote by Ballot Form and remote e-voting, then voting done through remote e-voting shall prevail and voting done by Ballot Form will be treated as invalid.

8. In case a Member is desirous of obtaining Ballot Form in printed form, the Member may write to Company's share transfer agent, M/s Cameo Corporate Services Limited, 'Subramaniam building', No.1 Club House Road, Chennai – 600 002 or send email to investor@cameoindia.com. They will forward the same along with self-addressed pre-paid postage Business Reply Envelope upon receipt of a request from the Member.
9. The Company has appointed Mr. V. Suresh, Practising Company Secretary, Chennai (Membership No. FCS 2969 & C.P No.6032) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Cut off Date, Friday, February 15, 2019.
11. A Member cannot exercise his vote by proxy on Postal Ballot.

The dispatch of the Postal Ballot notice shall be announced through advertisement in at least one English newspaper and at least one Tamil newspaper, each with wide circulation in Nilgiris District, where the registered office of the Company is situated, and published on the website of the Company.
12. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit his report to the Chairman of the Company. The results of the Postal Ballot will be declared by the Chairman or Director on or before 5.00 p.m. on Wednesday, March 27, 2019 at the Registered Office of the Company at Katary. The said results along with the Scrutinizer's Report will be posted on the website of the Company, i.e., www.neelamalaiagro.com and will be intimated to the Stock Exchange where the shares of the Company is listed.
13. The decision of the Scrutinizer on the validity of the Ballot Forms and any other related matter shall be final.
14. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the said Resolution will be deemed to have been passed, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.
15. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on any working day up to the date of declaration of results of the Postal Ballot.
16. Members are requested to carefully read the instructions printed on the Postal Ballot Form enclosed herewith and return the Ballot form duly completed in the attached postage pre-paid self- addressed Business Reply Envelope (BRE) so as to reach the Scrutinizer Mr. V. Suresh., Practising Company Secretary, (Membership No. FCS 2969 & C.P No.6032), M/s. Neelamalai Agro Industries Limited, Post Box No. 4260, Panampilly Nagar P.O. Ernakulam – 682 036, Kerala, Tel: 0484 2315312 not later than 5.00 p.m. on Monday, March 25, 2019.
17. In terms of Secretarial Standard - 2, subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date specified for receipt of postal ballot forms / remote e-voting, i.e., the results along with the Scrutinizer's Report shall be placed on the website of the Company at www.neelamalaiagro.com. The results shall also be communicated to the Stock Exchange, BSE Limited, Mumbai.
18. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the company during office hours on all working days from the date of dispatch of the Notice till March 25, 2019.
19. **INSTRUCTIONS FOR E-VOTING:**
 - a) The remote e-voting period commences at 9.00 a.m. on Sunday, February 24, 2019 and ends at 5.00 p.m. Monday, March 25, 2019 (both days inclusive). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday,

February 15, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. Monday, March 25, 2019 and remote e-voting shall not be allowed beyond the said time. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

- b) The shareholders should log on to the e-voting website www.evotingindia.com.
- c) Click on the tab "SHAREHOLDERS".
- d) Now Enter your User ID:
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. Members holding shares in physical form should enter folio number registered with the Company.
- e) Enter the image verification as displayed and click on "LOGIN".
- f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- g) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (d).

- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN <NEELAMALAI AGRO INDUSTRIES LIMITED> on which you choose to vote.

- l) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- m) Click on the “RESOLUTION FILE LINK” if you wish to view the Resolution details.
- n) After selecting the Resolution, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the Voting page.
- q) If demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on “FORGOT PASSWORD” and enter the details as prompted by the system.
- r) Note for Non - Individual Shareholders and Custodians
- i. Non - Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii. After receiving the login details a “Compliance User” should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - iv. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. The official designated to address the grievances in this regard will be Mr. Rakesh Dalvi, Manager and can be contacted at helpdesk.evoting@cdslindia.com or at 18002005533.

By Order of the Board
For Neelamalai Agro Industries Ltd.,

Place : Chennai
Date : February 14, 2019

Ajit Thomas
Chairman

EXPLANATORY STATEMENT

(Pursuant to Section 102 of Companies Act 2013)

Item Nos 1& 2:

Pursuant to the recommendations made in the Uday Kotak Committee Report, Securities and Exchange Board of India (SEBI) notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 May 9, 2018. The Regulation 17 (1A) of the Amendment Regulations, inter-alia, prescribes that listed entity shall not appoint a person or continue directorship of any person(s) as a Non-Executive Director(s) who has attained the age of 75 years, unless a special resolution is passed to that effect.

Mr. A.D. Bopana was appointed as the Non-Executive Independent Director of the Company with effect from 01.04.2014 in accordance with the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, at the 71st Annual General Meeting held on September 10, 2014 for a period of five years upto March 31, 2019.

The brief Profile of the Director including the information required to be furnished under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards 2 on General Meetings is given below:

Mr. A.D. Bopana

Mr. A.D. Bopana is a Sr. Cambridge. He is having more than 50 years of rich and varied experience and knowledge managing diverse businesses, plantation industry, in the field of Finance, Business Management etc., He is involved in the management of the Company since 1999. In a career spanning over 5 decades, Mr. Bopana has been recognized for his superior managerial skills.

Mr. Bopana plays a key role in guiding and assisting in formulating policies and strategies. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for continuing his directorship as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

Name	Mr. A.D. Bopana		
Director Identification Number (DIN)	00576066		
Date of Birth	June 02, 1941		
Nationality	Indian		
Date of appointment on the Board	May 29, 2014		
Relationship with other Directors	Not related to any Director		
Qualification	Sr. Cambridge		
Expertise in specific functional areas	He has more than 50 years of rich and varied experience in Administration, Plantation etc.		
Number of shares held	Nil		
List of Directorships held in other Public Limited Companies	<ol style="list-style-type: none"> 1. A. V. Thomas & Company Limited 2. AVT Natural Products Limited 3. The Midland Rubber & Produce Co. Ltd. 4. A V Thomas Exports Limited 		
Chairmanships / Memberships of Committees of the Public Limited Companies including Neelamalai Agro Industries Ltd. (Includes Audit Committee, Nomination and Remuneration Committee, Stake holders Relationship Committee, Corporate Social Responsibility Committee etc. (CSR)	Name of the Public Limited Company	Name of the Committee	Position held
	Neelamalai Agro Industries Ltd.	Audit Committee	Chairman
		Nomination & Remuneration Committee	Chairman
		Stakeholders Relationship Committee	Member
	A. V. Thomas & Co. Ltd.	Audit Committee	Member
		Nomination & Remuneration Committee	Member
	The Midland Rubber & Produce Co. Ltd.	CSR Committee	Member
		Stakeholders Relationship Committee	Member
	AVT Natural Products Ltd.	Audit Committee	Member
		Stakeholders Relationship Committee	Member
Number of Board meetings attended during FY 2017 – 2018	Held	5	
	Attended	5	

Keeping in view the experience of and contributions made by Mr. A. D. Bopana, the Board recommends the Special Resolutions set out in Item Nos. 1 and 2 for the approval of the shareholders of the Company.

None of the Directors and Key Managerial Persons of the Company except Mr. A. D. Bopana and their relatives is concerned or interested, financially or otherwise, in the resolutions set out in Item Nos. 1 and 2 of the Notice.

By Order of the Board
For Neelamalai Agro Industries Ltd.,

Place : Chennai
Date : February 14, 2019

Ajit Thomas
Chairman

NEELAMALAI AGRO INDUSTRIES LIMITED

Registered Office : Katary Estate, Katary Post, Coonoor, Nilgiris, Tamil Nadu - 643213.

Tel : 0423 2284235 Fax : 0423 2284080

Email : secneelamalai@vsnl.net ; website: www.neelamalaiagro.com

CIN: L01117TZ1943PLC000117

POSTAL BALLOT FORM

1. Postal Ballot No. :
2. Name & Address of the Sole/First Holder :
3. Name of the Joint Holders, if any :
4. Registered Folio No. / DP ID / Client ID :
5. No. of Shares held :

I/We hereby exercise my/our vote(s) in respect of the resolutions to be passed through Postal Ballot for the business items set out in the Postal Ballot Notice of the Company dated February 14, 2019, by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Description	No. of Shares for which votes cast	I/We assent to the Resolution (in Favour)	I/We dissent to the Resolution (Against)
1.	APPROVAL FOR CONTINUATION OF DIRECTORSHIP OF MR. A.D. BOPANA (DIN: 00576066), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.			
2.	RE-APPOINTMENT OF MR. A. D. BOPANA (DIN: 00576066) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF THREE CONSECUTIVE YEARS, IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.			

Place :

Date :

(Signature of the Shareholder)

Note:

Please read the instructions given overleaf carefully before exercising your vote.

EVOTING PARTICULARS		
EVSN (E-Voting Sequence Number)	User ID	Password (PIN)
190220012	"Please refer e-voting instructions in Page No. 3 to 5 of Notice"	

Instructions for filling Postal Ballot Form

1. A Member desirous of exercising his/her vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to The Scrutinizer, Mr. V. Suresh, Practising Company Secretary, M/s. Neelamalai Agro Industries Limited, Post Box No.4260, Panampilly Nagar P.O. Ernakulam – 682 036, Kerala, Tel: 0484 2315312 in the attached postage pre-paid self-addressed Business Reply Envelope. Postage charges will be borne and paid by the Company. Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick (✓) mark in the appropriate box in the Postal Ballot Form. The assent or dissent received in any other physical form shall be considered invalid.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar and Transfer Agent (RTA)/Depository Participant. In case of joint-holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
4. In case of Equity Shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorization with the specimen signature(s) of the authorized signatory(ies) duly certified/attested. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Monday, March 25, 2019. Any Postal Ballot Form received after this date will be considered invalid.
6. Incomplete, unsigned, incorrect, defaced or mutilated Postal Ballot Forms will be treated as invalid. The Ballot Forms received in any other form or photocopy thereof will also be treated as invalid. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be considered and would be destroyed by the Scrutinizer.
8. The Company is also offering remote e-voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-voting has been enumerated in the Notes to the Postal Ballot Notice.
9. For every Folio No./DP ID/Client ID, there will be only one Postal Ballot Form/e-voting irrespective of the number of joint-holder(s). Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy.
10. The voting rights of the Members shall be in proportion to their Equity Shares in the total paid-up equity share capital of the Company as on Friday, February 15, 2019.
11. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
12. In case of non-receipt of the Postal Ballot Form or for any query relating thereto, the Members may contact the Company's RTA, Mrs. D.Sofia, Assistant Manager, Cameo Corporate Services Limited, 'Subramaniam building', No.1 Club House Road, Chennai – 600 002, Phone No: (044) 28460390-95, Fax : 044 - 28142479, email: investor@cameoindia.com, or send an e-mail at secneelamalai@vsnl.net, narasimhan.l@avtplantations.co.in