

NEELAMALAI AGRO INDUSTRIES LIMITED

CIN: L01117TZ1943PLC000117

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

Notice of Postal Ballot

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

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with The Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions appended below be passed by the Members through Postal ballot/ electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. V Suresh, Company Secretary in Practice, Chennai, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members desiring to exercise their vote by Postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed pre-paid postage envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.30 P.M. on March,26 ,2015 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to Chairman/Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The results of postal ballot shall be declared on March 27, 2015 and communicated to the Stock Exchanges, and shall also be displayed on the Company's website at **www.neelamalaiagro.com**.

The Resolutions, if approved, will be taken as passed, effectively on the date of declaration of results.

Resolutions:

ITEM NO.1: Appointment of Mr.G. Vijayaraghavan as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. G. Vijayaraghavan (DIN - 00894134),who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act,2013, signifying his intention to propose Mr. G. Vijayaraghavan as a candidate for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 4th February, 2020.

ITEM NO.2: Appointment of Mrs. Shanthi Thomas as a Whole-Time Director

To consider and, if thought fit to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196,197 and 188 read with Schedule V and other applicable provisions of the Companies Act, 2013, consent of the Company be and is hereby accorded for the appointment of Mrs. Shanthi Thomas (DIN - 00567935), as Whole Time Director , designated as Executive Director of the Company for a period of three years, with effect from 5th February, 2015, on the following terms:

1. Salary: Rs 2,00,000/- per month. (in the scale of Rs. 2,00,000-Rs. 3,00,000)
2. Perquisites and other benefits:
 - a) Company’s contribution to Provident fund @ 12% in accordance with the rules of the Company.
 - b) Gratuity: As per the rules of the Company.
 - c) Company car and communication facilities: Use of the Company’s car, chauffeur and communication facilities at the residence for official purposes, as per the rules of the Company.”

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

Place : Chennai
Date : 18th February 2015

AJIT THOMAS
Chairman

NOTES

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposal is annexed herewith.
2. The Company has appointed Mr. V. Suresh, Company Secretary in Practice, Chennai, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from Central Depository Services (India) Limited (CDSL) as on 16.02.2015.
4. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company’s Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot notice are being sent by permitted mode along with a postage-prepaid-self-addressed Business Reply Envelope.
5. Members whose names on the Register of Members/ List of Beneficial owners as on 16.02.2015 will be considered for the purpose of voting.
6. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. The Members can opt for only one mode of voting, i.e. by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical ballot forms will be treated as invalid.
8. In case a Member is desirous of obtaining a printed Ballot Form or a duplicate or any queries or grievances regarding e-voting/postal ballot, he or she may send an e-mail to secneelamalai@vsnl.net. The Registrar and Transfer Agent/Company shall forward the Ballot Form along with postage-prepaid self-addressed Business Reply Envelope to the Member.

9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 16.02.2015.
10. In compliance with provisions of Section 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Prepaid Postal Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5.30 PM) on 26.03.2015.

However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5.30 PM on 26.03.2015, it will be considered that no reply from the Member has been received.
12. The Scrutinizer will submit his report to the Chairman/Director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on 27.03.2015 at the Office of the Company and will also be displayed on the Company website (www.neelamalaiagro.com), and communicated to the Stock Exchanges on the said date.
13. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. Documents specifically stated in the Explanatory Statement are open for inspection at the Registered Office of the Company from the date of despatch, between 10.00 A.M. and 1.00 P.M. on all working days till 26.03.2015.

Voting through electronic means

In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of despatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e voting facility to all its Members.

The instructions for e voting are as follows in case of members receiving e-mail::

- (i) The voting period begins on 25th February 2015 at 9 A.M and ends on 26th March 2015 at 5.30 P.M.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th February 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.

(vii) 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. Sequence number has been provided as Sl. No. in the address field 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.
DOB #	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details #	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number held on cut off date in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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 can also be used by the demat holders for voting on resolutions of any other company on which they are eligible to vote, provided that such 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <NEELAMALAI AGRO INDUSTRIES LTD> on which you choose to vote. This will take you to the voting page.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code (Captcha code) and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy, please follow all steps from Sl No.(i) to (xvi)

Members are requested to register their e-mail id with Registrar and Transfer Agent (RTA), being Cameo Corporate Services Limited, Subramanian Building, No.1, Club House Road Chennai-600 002, Tel. No.: 044-28461173, Fax No.:044 28460129, E-mail: vetri@cameoindia.com Website: www.cameoindia.com. The voting period Begins on 25th February 2015 at 9 a.m. and ends on 26th March 2015 at 5.30 p.m.

Voting can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person.

Shareholders holding shares either in physical form or in Dematerialized form may cast their vote electronically.

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.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of Companies Act 2013)

Item No. 1

Mr. G. Vijayaraghavan holds degree in B.E; B.Tech and PGDM, and has work experience of over 35 years in various sectors like Oil & Gas, Manufacturing, Management Consultancy, Agro inputs, Investment Banking and ITES. He has worked in ONGC, Alfa Laval, A.F. Ferguson & Co. and Standard Chartered Bank. He ventured on his own in 1999.

Mr. G. Vijayaraghavan was appointed as Additional Director by the Board with effect from 5thFebruary, 2015. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. G. Vijayaraghavan will hold office up to the date of the ensuing AGM. The Company has received a Notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. G. Vijayaraghavan for the office of Independent Director to be appointed under the Provisions of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. G. Vijayaraghavan as Independent Director of the Company for a term of 5 years up to 4thFebruary, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board, the Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director.

No director, key managerial personnel or their relatives, except Mr. G. Vijayaraghavan to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 1 for the approval of the Members.

Item No. 2

The Board upon the recommendations of the Nomination and Remuneration Committee, at its meeting held on 5th February, 2015, appointed Mrs. Shanthi Thomas as the Whole-time Director designated as the Executive Director for a period of three years with effect from 5th February, 2015.

The terms and conditions of her appointment are as follows:

1. Remuneration as provided in the resolution
2. Period of appointment 3 years beginning on 5th February, 2015 and ending on 4th February, 2018.
3. Mrs. Shanthi Thomas shall perform such duties as shall from time to time be entrusted to her by the Board of Directors, subject to superintendence, guidance and control of Board of Directors.

The resolution seeks the approval of members in terms of Section 196, 197 and 188 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof, for the time being in force) for the appointment of Mrs. Shanthi Thomas as a Whole- time Director ,designated as the Executive Director till 4th February, 2018.

Mr. Ajit Thomas, being a relative, is interested in this resolution. Mrs. Shanthi Thomas being an appointee, is also interested in this resolution. None of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

The Board recommends the resolution for the approval of the Members.

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

Place : Chennai
Date : 18th February 2015

AJIT THOMAS
Chairman

NEELAMALAI AGRO INDUSTRIES LIMITED

CIN: L01117TZ1943PLC000117

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

Tel : 0423 2284235 Fax : 0423 2284080

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

POSTAL BALLOT FORM

Serial No.

1. Registered Folio No. / DP ID No. & Client ID No.*
(*Applicable to investors holding shares in demat form)
2. Name (s) of the Shareholder(s) including Joint - holders, if any and Registered Address of the Sole / First Named Shareholder (in block Letters)

3. Number of equity shares held

I / We hereby exercise my / our vote in respect of the resolutions to be passed through Postal Ballot for the Business stated in the Notice of the Company by sending my / our assent or dissent to the said resolution by placing (✓) at the appropriate box below:

Sl. No.	Description	Resolution	No. of Shares	I/We assent to the Resoultion (in Favour)	I/We dissent to the Resoultion (Against)
1.	Appointment of Mr.G. Vijayaraghavan as an Independent Director	Ordinary			
2	Appointment of Mrs. Shanthi Thomas as a Whole-Time Director	Ordinary			

Place:

Date:

(Signature of the Shareholder / Beneficial holder)

Notes:

1. Please read the instructions printed overleaf carefully before filling this Form and for e-voting. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is March 26, 2015 upto 5.30 p.m.
3. E-Voting shall commence on Wednesday, February 25, 2015 at 9.00 a.m., and end on Thursday, March 26, 2015 at 5.30 p.m.
4. In terms of Section 188 (1) of the Companies Act, 2013, members who are related parties in respect of the contacts / arrangements proposed for approval should not vote on the respective resolutions.

INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. However, envelopes containing postal ballots, if deposited in person or sent by courier/speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith,
3. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Member and in his/her absence, by the next-named Member.
5. Unsigned Postal Ballot Form will be rejected
6. Consent must be accorded by either placing a tick mark [✓] in the column 'I/We assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'I/We dissent to the resolution'.
7. The votes of a Member will be considered invalid on any of the following grounds:
 - a. if the Member's signature does not tally with the specimen signature registered with the Company / Depository Participant;
 - b. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - c. if the Postal Ballot Form is incomplete or incorrectly filled;
 - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds
8. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before March 26, 2015. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in item (8) above.
10. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified True Copy of Board Resolution / Power of Attorney / attested specimen signatures, etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures should be mailed to the Scrutinizer at vsscruinizer@gmail.com, or deposited at the office of the Company mentioned on the envelope.
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
12. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
13. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the relevant date, i.e. February 16, 2015.
14. The Scrutinizer's decision on the validity of the postal ballot shall be final.
15. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
16. The Result of the Postal Ballot will also be posted on the Website of the Company www.neelamalaiagro.com and published in the newspaper(s) for the information of the Members.