

## NEELAMALAI AGRO INDUSTRIES LTD.

Registered Office: 60, Rukmani Lakshmipathi Salai, Egmore, Chennai, Tamil Nadu- 600008

CIN: L01117TN1943PLC152874 Telephone: 044 28527775/28583463

E-mail: secneelamalai@avtplantations.co.in Website: www.neelamalaiagro.com

### NOTICE OF POSTAL BALLOT

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

E-VOTING STARTS ON	E-VOTING ENDS ON
Friday, 18 <sup>th</sup> April 2025 at 9:00 a.m. (IST)	Saturday, 17 <sup>th</sup> May 2025 at 5:00 p.m. (IST)

Dear Members,

**NOTICE** is hereby given that pursuant to provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“the Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meeting SS-2 issued by The Institute of Company Secretaries of India , each as amended, and in accordance with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated May 5, 2020, 22/2020, dated 15<sup>th</sup> June, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, 10/2022 & 11/2022 dated December 28, 2022, and 09/2023 dated 25<sup>th</sup> September, 2023 and 09/2024 dated 19<sup>th</sup> September 2024 issued by the Ministry of Corporate Affairs (collectively the “MCA Circulars”), and Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03<sup>rd</sup> October 2024 issued by the Securities and Exchange Board of India for seeking approval of the Members of the Company to transact the Special Business as set out below by passing the said Special Resolutions through Postal Ballot, only by way of remote e-voting process.

The proposed resolutions and explanatory statement setting out the material facts and reasons concerning the proposed items pursuant to Section 102 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder is annexed hereto for your consideration.

In terms of the above-mentioned circulars, the Postal Ballot Notice (“the Notice”) is being sent by email only to the Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Cut-off date i.e. Friday, 11<sup>th</sup> April, 2025**. In line with the MCA Circulars, hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent only through the remote e-voting system. The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at [www.neelamalaiagro.com](http://www.neelamalaiagro.com).

The remote e-voting period commences on Friday, 18<sup>th</sup> April 2025 at 9:00 a.m. (IST) and shall end on Saturday, 17<sup>th</sup> May 2025 at 5:00 p.m. (IST). The e-voting module shall be disabled by the CDSL for voting thereafter. Members are requested to peruse the proposed resolutions along with explanatory statement and thereafter record their assent or dissent by means of remote e-voting facility provided by the Company not later than 5.00 p.m. (IST) on Saturday, 17<sup>th</sup> May, 2025, failing which it will be considered that no reply has been received from the Members.

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The Board of Directors the Company has appointed Mr. V. Suresh, Senior Partner, (Membership No. FCS 2969 and CP No.6032) and failing him Mr. Udaya Kumar K R, Partner (Membership No. F11533 and CP No. 21973), of M/s. V. Suresh Associates, Practising Company Secretaries, Chennai - 600 018 as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The Scrutinizer's decision on the validity of the e-votes shall be final. The results shall be declared by the Chairman before the close of working hours on Tuesday, 20<sup>th</sup> May, 2025. The results so declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. [www.neelamalaiagro.com](http://www.neelamalaiagro.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Chairman. The results shall also be immediately forwarded to the BSE Limited, where the shares of the Company are listed.

The resolutions shall be deemed to have been passed on Saturday, 17<sup>th</sup> May, 2025, being the last date specified by the Company for remote e-voting process, subject to receipt of the requisite number of votes in favour of the resolutions.

Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of this Notice for casting of votes by remote e-voting.

### SPECIAL BUSINESS

- (1) **Re- appointment of Second Term Directorship of Mr.M. Meyyappan (DIN: 00836979), as Non-Executive Independent Director of the Company for a period commencing from 1<sup>st</sup> April, 2025 to 30<sup>th</sup> June, 2028**

**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 ("the Act"), 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, ('SEBI Listing Regulations') as amended from time to time, and the provisions of the Articles of Association of the Company, Mr. M. Meyyappan (DIN: 00836979), who was appointed as a Non-Executive Independent Director through Postal Ballot dated 12.05.2022 and who holds office upto March, 31, 2025, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Mr.M. Meyyappan for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a second term commencing with effect from April 01, 2025 up to June 30, 2028, (both dates inclusive), not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution

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**(2) Re- appointment of Second Term Directorship of Mrs. Kavitha Vijay (DIN: 01047261), as Non-Executive Independent Woman Director of the Company for a period commencing from 30<sup>th</sup> June, 2025 to 29<sup>th</sup> June 2030**

**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 (“the Act”), 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, (‘SEBI Listing Regulations’) as amended from time to time, and the provisions of the Articles of Association of the Company, Mrs. Kavitha Vijay (DIN: 01047261), who was appointed as a Non-Executive Independent Woman Director at the seventy seventh annual general meeting held on 25<sup>th</sup> September, 2020 and who holds office up to June 29, 2025, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Mrs. Kavitha Vijay for the office of Director, be and is hereby re-appointed as a Non- Executive Independent Woman Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a second term commencing with effect from June 30, 2025 up to June 29, 2030, (both dates inclusive), not liable to retire by rotation

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

**For and on Behalf of the Board**

Chennai  
26-03-2025

**Ajit Thomas  
Chairman  
DIN:00018691**

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### NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 setting out all material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.
2. Pursuant to the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, 10/2022 & 11/2022 dated December 28, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September 2024 (collectively the "MCA Circulars"), and Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 issued by the Securities and Exchange Board of India, the Company is sending this Notice of Postal Ballot in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of Beneficial Ownership maintained by the Depositories as on the close of business hours on Friday, 11th April 2025.
4. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.neelamalaiagro.com](http://www.neelamalaiagro.com), website of the Stock Exchange i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)
5. The date of completion of sending the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers: (i) "Financial Express" daily Newspaper all editions in English language; and (ii) "Makkal Kural" a daily Tamil Newspaper in its editions covering entire Tamil Nadu, having wide circulation in the district where the Registered Office of the Company is situated.
6. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 11th April 2025 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a Member as on the Cut-off date should treat this notice for information purposes only.
7. Pursuant to the provisions of Section 108 and Section 110 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. For this purpose, the Company has availed the services of Central Depository Services (India) Limited ("CDSL") for facilitating e-voting to enable the Members to cast their votes electronically. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
8. A Member cannot exercise his vote by proxy on Postal Ballot.
9. The voting rights for the Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them.

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10. The Company has appointed Mr. V. Suresh, Senior Partner, (Membership No. FCS 2969 and CP No.6032) and failing him Mr. Udaya Kumar K R, (Membership No. F11533 and CP No. 21973), Partner of M/s. V. Suresh Associates, Practising Company Secretaries, Chennai - 600 018 to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.

11. Institutional investors are encouraged to vote on the Postal Ballot. Corporate Members are required to send a scanned copy (PDF/JPG Format) of the Authority Letter authorising its representatives to vote for the postal ballot on its behalf. The said Authority Letter shall be sent to the Scrutiniser by email through its registered email address to [vsassociates16@gmail.com](mailto:vsassociates16@gmail.com) with a copy marked to CDSL on [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

12. The e-voting period commences on Friday, 18<sup>th</sup> April 2025 at 9:00 a.m. (IST) and shall end on Saturday, 17<sup>th</sup> May 2025 at 05.00 P.M. (IST). During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, Friday, 11<sup>th</sup> April 2025 may cast their vote electronically.

The e-voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

13. The resolution, if approved, shall be deemed to have been passed on the last date of voting, i.e., Saturday, 17<sup>th</sup> May, 2025. All documents referred to in the Notice will be available for inspection by the Members of the Company at the Company's Registered Office on all working days during normal business hours from the date of despatch of Postal Ballot Notice and up to the date of closure of Postal Ballot. In electronic mode until the last date of voting. Members seeking to inspect such documents can send an email to [secneelamalai@avtplantations.co.in](mailto:secneelamalai@avtplantations.co.in).

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

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

15. The Scrutinizer will submit their report to the Chairman/Person authorised by Chairman after completion of the scrutiny of the e-votes submitted.

### 16. INSTRUCTIONS FOR E-VOTING:

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



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

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

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

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

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

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demat mode with <b>NSDL</b>	<p>“Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

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

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

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

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

- iv) After entering these details appropriately, click on "SUBMIT" tab.
- v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- vii) Click on the EVSN for NEELAMALAI AGRO INDUSTRIES LIMITED on which you choose to vote.
- viii) 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.
- ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



## NEELAMALAI AGRO INDUSTRIES LTD.

Registered Office: 60, Rukmani Lakshmi pathi Salai, Egmore, Chennai, Tamil Nadu- 600008

CIN: L01117TN1943PLC152874 Telephone: 044 28527775/28583463

E-mail: [secneelamalai@avtplantations.co.in](mailto:secneelamalai@avtplantations.co.in) Website: [www.neelamalaiagro.com](http://www.neelamalaiagro.com)

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x) 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.

xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

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

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

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the e-mail id viz. [vsassociates16@gmail.com](mailto:vsassociates16@gmail.com) and to the Company at the e-mail id viz. [secneelamalai@avtplantations.co.in](mailto:secneelamalai@avtplantations.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

**CDSL:** All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no.1800 21 09911

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

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

(1) **Re- appointment of Second Term Directorship of Mr.M. Meyyappan (DIN: 00836979), as Non-Executive Independent Director of the Company for a period commencing from 1<sup>st</sup> April, 2025 to 30<sup>th</sup> June, 2028**

Mr. M. Meyyappan (DIN: 00836979) was appointed as a Non-Executive Independent Director for the first term ending on 31<sup>st</sup> March 2025, by the Members through Postal ballot dated 12<sup>th</sup> May 2022.

The Board of Directors of the Company, upon the recommendations of the Nomination and Remuneration Committee, at its meeting held on 26<sup>th</sup> March 2025, had recommended the continuance of Directorship of Mr. M. Meyyappan as a Non-Executive Independent Director of the Company with effect from 1st April 2025 to June 30, 2028, (both dates inclusive), on the Board of the Company, not liable to retire by rotation. Mr.M.Meyyappan holds MBA from Indiana University, Bloomington, US and has considerable business experience and exposure in Coffee, Cardamom and Rubber.

The Board, based on the recommendations of the Nomination and Remuneration Committee, considering the experience of and the contributions made by Mr. M. Meyyappan during his tenure as a Non-executive Independent Director, felt that it would be beneficial to the Company and is desirable to continue to avail his services as Non-Executive Independent Director.

Mr. M. Meyyappan is not disqualified as Director in terms of Section 164 of the Companies Act, 2013. The Company has also received declarations from Mr. M. Meyyappan that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board of Directors, Mr. M. Meyyappan fulfils the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. M. Meyyappan is independent of the management.

The Company has received notice in writing under the provisions of Section 160(1) of the Companies Act, 2013, from a member proposing the candidature of Mr. M. Meyyappan for the office of Director.

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

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

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

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(2) **Re- appointment of Second Term Directorship of Mrs. Kavitha Vijay (DIN: 01047261), as Non-Executive Independent Woman Director of the Company for a period commencing from 30<sup>th</sup> June 2025 to 29<sup>th</sup> June 2030**

Mrs. Kavitha Vijay (DIN: 01047261) was appointed as a Non-Executive Independent Woman Director of the Company by the Members at the 77<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September 2020. The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, had approved the continuance of Directorship of Mrs. Kavitha Vijay as a Non-Executive Independent Woman Director of the Company for the Second term effective from 30<sup>th</sup> June 2025 to 29<sup>th</sup> June 2030. Mrs. Kavitha Vijay is B.Sc., LLB, has more than 20 years' experience and an expertise in handling Corporate Law matters in varied Industry verticals. The Board of Directors of the Company, upon the recommendations of the Nomination and Remuneration Committee, at its meeting held on 26<sup>th</sup> March 2025, had recommended the continuance of Directorship of Mrs. Kavitha Vijay as Non-Executive Independent Woman Director of the Company for the Second term effective from 30<sup>th</sup> June 2025 to 29<sup>th</sup> June 2030, (both dates inclusive), not liable to retire by rotation.

The Company has received notice in writing under the provisions of Section 160(1) of the Companies Act, 2013, from a member proposing the candidature of Mrs. Kavitha Vijay for the office of Director.

Mrs. Kavitha Vijay is not disqualified as Director in terms of Section 164 of the Companies Act, 2013. The Company has also received declarations from Mrs. Kavitha Vijay that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board of Directors, Mrs. Kavitha Vijay fulfils the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mrs. Kavitha Vijay is independent of the management.

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

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considers the continuance of Mrs. Kavitha Vijay as a Non-Executive Independent Woman Director in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of Members.

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

**For and on Behalf of the Board**

Chennai  
26-03-2025

**Ajit Thomas**  
**Chairman**  
**DIN:00018691**

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**Annexure A****PARTICULARS OF THE DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS****(1) Re-appointment of Second Term Directorship of Mr.M.Meyyappan (DIN: 00836979), as a Non-Executive Independent Director of the Company commencing from 1<sup>st</sup> April 2025 to 30<sup>th</sup> June 2028**

Name of the Director	Mr.M.Meyyappan
Category	Non-Executive Independent Director
Date of Birth	14.08.1954
Nationality	Indian
DIN	00836979
Qualifications	MBA from Indiana University, Bloomington, US
Expertise in specific functional areas	Has considerable business experience and has exposure in Coffee, Cardamom and Rubber
Date of appointment in present term	01.04.2022
Terms and Conditions of appointment/reappointment	Re-appointment as a Non-Executive Independent Director of the Company for a second term commencing from 1 <sup>st</sup> April 2025 to 30 <sup>th</sup> June 2028
Remuneration last drawn (including sitting fees, if any)	Sitting Fee of Rs. 89,000 paid during the financial year 2024-2025
Number of Board Meeting attended during the Financial Year 2024-2025 till date	5
Relationship with other directors inter-se	Not related to any Director
Listed Entities from which he had resigned in the past three years	Nil
Directorships held	<b><u>Director</u></b> 1. Chettinad Heritage Hotels Private Limited 2. Visalam Shares Private Limited
Membership of Committees of other Companies	Nil
Number of Shares held in the Company	Nil

Presently, he is a Member of Audit Committee and Nomination &amp; Remuneration Committee of the Company.

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**2) Re-appointment of Second Term Directorship of Mrs. Kavitha Vijay (DIN: 01047261), as a Non-Executive Independent Woman Director of the Company commencing from 30<sup>th</sup> June 2025 to 29<sup>th</sup> June 2030**

Name of the Director	Mrs. Kavitha Vijay
Category	Non-Executive Independent Woman Director
Date of Birth	14-09-1974
Nationality	Indian
DIN	01047261
Qualifications	B.Sc. LLB
Expertise in specific functional areas	Mrs. Kavitha Vijay has more than 20 years' experience and an expertise in handling Corporate Law matters in varied Industry verticals
Date of appointment in present term	30.06.2020
Terms and Conditions of appointment/reappointment	Re-appointment as a Non-Executive Independent Woman Director of the Company for a second term commencing from 30th June 2025 to 29th June 2030
Remuneration last drawn (including sitting fees, if any)	Sitting Fee of Rs. 80,000 paid during the financial year 2024-2025
Number of Board Meeting attended during the Financial Year 2024-2025 till date	5
Relationship with other directors inter-se	Not related to any Director
Directorships held	<b><u>Director</u></b> <b><u>Public Companies:</u></b> 1) A.V. Thomas and Company Limited 2) MM Forgings Limited (Listed) 3) AVT Natural Products Limited (Listed) 4) Saksoft Limited (Listed) <b><u>Private Companies:</u></b> 1) Abhinava Rizel Private Limited 2) Metacomp Technologies Private Limited  <b><u>Section 8 Companies:</u></b> 1) Kodaikanal International School
Listed Entities from which he had resigned in the past three years	Nil
Membership of Committees of other Companies	<b><u>MM Forgings Limited</u></b> Audit Committee – Member Stakeholders Relationship Committee – Member Nomination and Remuneration Committee – Member Risk Management Committee – Committee – Member  <b><u>A.V. Thomas and Company Limited</u></b> Audit Committee – Member Nomination and Remuneration Committee – Member



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	<p><b><u>Saksoft Limited</u></b> Audit Committee – Member Risk Management Committee – Committee – Member Nomination and Remuneration Committee – Member</p> <p><b><u>AVT Natural Products Limited</u></b> Audit Committee – Member Nomination and Remuneration Committee – Member Risk Management Committee – Committee – Chairperson Corporate Social Responsibility Committee – Member</p>
Number of Shares held in the Company	Nil

Presently, she is a Member of Audit Committee of the Company.