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NEELAMALAI AGRO INDUSTRIES LIMITED

(Registered Office : Kalaray Estate, Kalaray P.O., Coonoor, Nilgiris District - 643 213, TamilNadu)
Post Box No. 4260, Panampilly Nagar P.O., Ernakulam District, Kochi - 682 036, Kerala
Tele : (0484) 2315312 Fax : (0484) 2312541
Corporate Identity Number (CIN): L01117TZ1943PLC000117
E-Mail : secneelamalai@vanl.net Website : www.neelamalaiagro.com

January 28, 2016

Mr. Frank Solomon Mohan Eddy
10, Ritherdon Road, Vepery
Chennai-7

Dear Mr. F.S.Mohan Eddy,

Sub: Appointment as an Independent Director of Neelamalai Agro Industries Limited (the "Company")

We thank you for your confirmation to the "Company" that you meet the "independence" criteria as envisaged in Section 149(6) of the Companies Act, 2013 ("2013 Act") [and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015] and also for your consenting to hold office as Director of the Company. Pursuant to your confirmation, we are pleased to confirm that upon the recommendation of the Board, your appointment as an Independent Director on the Board of the Company, subject to the approval of shareholders.

This letter sets out the terms of your appointment as an Independent Director. Your relationship with the Company will not be *one of contract for employment in the Company*.

The terms of your appointment, as set out in this letter, are subject to the extant provisions of the (i) applicable laws, including 2013 Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and (ii) Articles of Association of the Company ("AOA").

Appointment

1. Your appointment will be for an initial term for 5 (Five) consecutive years up to the conclusion of 27th January, 2021, unless terminated earlier or extended, as per the provisions of this letter or applicable laws.





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- b) "Responsibilities of the Board" as outlined in the Corporate Governance requirements as prescribed by Stock Exchanges under Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.
- c) You shall act in accordance with the Company's Articles of Association as may be amended from time to time.
- d) Accountability under the Director's Responsibility Statement.
- e) You shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to section 149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act (including Section 166) and in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- f) You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
- g) You shall discharge your duties with due and reasonable care, skill and diligence.
- h) You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- i) You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- j) You shall not assign your office as Director and any assignments so made shall be void.
- k) You will also be responsible for providing guidance in the area of your expertise.

In addition to the above requirements the Board of Directors also expect you to perform the following functions:

- I. You should constructively challenge and help develop proposal on strategy for growth of the Company.
- II. You should evaluate the performance of management in meeting agreed goals and objectives.



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Disclosures, other directorships and business interests

During the Term, you agree to promptly notify the Company of any change in your directorships, and provide such other disclosures and information as may be required under the applicable laws. You also agree that upon becoming aware of any potential conflict of interest with your position as Independent Director of the Company, you shall promptly disclose the same to the Chairman and the Company Secretary & Chief Financial Officer.

During the appointment you are required to comply with regulations as contained in Schedule IV under Companies Act, 2013, including the following codes of conduct of the Company:

- a. Code of Conduct as applicable to the Directors;
- b. Code of Conduct for Prevention of Insider Trading and such other requirements as the Board of Directors may from time to time specify.

During your Term, you agree to promptly provide a declaration under Section 149(7) of the Companies Act, 2013, upon any change in circumstances which may affect your status as an Independent Director.

Evaluation

The Board of Directors will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis. Evaluation of each Director shall be done by all other Directors. The re-appointment of Independent Director shall be on the basis of report of performance evaluation.

Confidentiality

All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to you by the Company.

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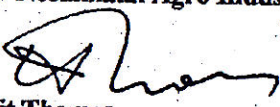
Acceptance of Appointment

We are confident and sure that the Board and the Company will benefit immensely from your rich experience. If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this Letter.

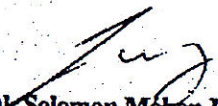
We thank you for your continued support and commitment to the Company.

Yours sincerely,

For Neelamalai Agro Industries Limited


Ajit Thomas
Chairman

I have read and agree to the above terms regarding my appointment as an Independent Director of Neelamalai Agro Industries Limited.


Frank Solomon Mohan Eddy
Independent Director

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March 27, 2019

Mr. A.D.Bopana
Kathlekad Estate
P.B. – 94, Madikeri – 571 201
Kodagu, Karnataka.

Dear Mr. A.D.Bopana,

Sub: Appointment as an Independent Director of Neelamalai Agro Industries Limited (the "Company")

We are pleased to inform you that upon the recommendation of the Board, your appointment as an Independent Director on the Board of the Company, has been approved by the shareholders through Postal Ballot process which was completed on 27th March 2019.

We thank you for your confirmation to the "Company" that you meet the "independence" criteria as envisaged in Section 149(6) of the Companies Act, 2013 ("2013 Act") [and SEBI (Listing Obligations and Disclosure Requirements, Regulations 2015, as amended from time to time] and also for your consenting to hold office as an Independent Director of the Company.

This letter sets out the terms of your appointment as an Independent Director. Your relationship with the Company will not be one of contract for employment in the Company.

The terms of your appointment, as set out in this letter, are subject to the extant provisions of the (i) applicable laws, including Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, vide Notification No.SEBI/LAD-NRO/GN/2018/10 dated 09th May 2018 as per Regulation 17(1) A and (ii) Articles of Association of the Company ("AOA").

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Appointment

1. Your appointment will be for the second term for 3 (Three) consecutive years commencing from 01.04.2019 and continuing up to 31st March 2022, unless terminated earlier, as per the provisions of this letter or applicable laws.
2. As an Independent Director you will not be liable to retire by rotation.
3. As an Independent Director you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance. The Board generally meets four times in a year. The Audit Committee generally also meets equivalent times in a year. Besides, there are other Committee meetings like Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee as applicable, which are ordinarily convened as per requirements. You will be expected to attend Board and Board Committees to which you may be appointed and Shareholders' meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively. Ordinarily, all meetings are held in Chennai except the Annual General Meeting which will be held in Katary, Tamil Nadu.
4. By accepting this appointment, you confirm that you are able to allocate sufficient time as is prudent and necessary to meet the expectations from your role to the satisfaction of the Board.

Role, Duties and Responsibilities

Your role, duties and responsibilities will be those normally required of an Independent Director which includes:

- a) Requirements under the Companies Act, 2013
- b) "Responsibilities of the Board" as outlined in SEBI (Listing Obligations and Disclosure Requirements, Regulations 2015].
- c) You shall act in accordance with the Company's Articles of Association as may be amended from time to time.

Contd., 3

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d) Accountability under the Director's Responsibility Statement.

You shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to section 149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act (including Section 166) and SEBI (Listing Obligations and Disclosure Requirements, Regulations 2015].

- e) You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
- f) You shall discharge your duties with due and reasonable care, skill and diligence.
- g) You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- h) You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- i) You shall not assign your office as Director and any assignments so made shall be void.
- j) You will also be responsible for providing guidance in the area of your expertise.

In addition to the above requirements the Board of Directors also expect you to perform the following functions:

- I. You should constructively challenge and help develop proposal on strategy for growth of the Company.
- II. You should evaluate the performance of management in meeting agreed goals and objectives.
- III. You should satisfy yourself on the integrity of financial information and that financial controls and systems of risk management are effective and defensible.
- IV. You are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing, and where necessary, removing Executive Directors and in succession planning.

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- V. You will take responsibility for the processes for accurately reporting on performance and the financial position of the Company.
- VI. You should keep governance and compliance with the applicable legislation and regulations under review and the conformity of Company's practices to accepted norms.

Remuneration & Reimbursement of Expenses

1. As an Independent Director you shall be paid sitting fees for attending the meetings of the Board and the Committees of which you are a member.

The sitting fees payable to you are as follows:

- Board – Rs.10,000/- per meeting or such other amount as may be decided by the Board from time to time.
 - Audit Committee/Independent Directors' Meetings – Rs.5,000/- per meeting or such other amount as may be decided by the Audit Committee from time to time.
 - Nomination and Remuneration Committee – Rs. 3,000/- per meeting or such other amount as may be decided by the Nomination and Remuneration Committee from time to time.
2. In addition to the sitting fees described above, the Company will, for the period of your appointment, reimburse you for travel, hotel and other incidental expenses incurred by you in the performance of your role and duties as an Independent Director.

Insurance

The Company will take an appropriate Directors' and Officers' Liability Insurance policy and pay the premiums for the same. It is intended to maintain such insurance cover for the Term of your appointment, subject to the terms of such policy in force from time to time.

Contd., 5

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Disclosures, other directorships and business interests

During the Term, you agree to promptly notify the Company of any change in your directorships, and provide such other disclosures and information as may be required under the applicable laws. You also agree that upon becoming aware of any potential conflict of interest with your position as Independent Director of the Company, you shall promptly disclose the same to the Chairman.

During the appointment you are required to comply with regulations as contained in Schedule IV under Companies Act, 2013, including the following codes of conduct of the Company:

- a. Code of Conduct as applicable to the Directors;
- b. Code of Conduct for Prevention of Insider Trading and such other requirements as the Board of Directors may from time to time specify.

During your Term, you agree to promptly provide a declaration under Section 149(7) of the Companies Act, 2013, upon any change in circumstances which may affect your status as an Independent Director.

Evaluation

The Board of Directors will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis. Evaluation of each Director shall be done by all other Directors. The re-appointment of Independent Director shall be on the basis of report of performance evaluation.

Confidentiality

All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to you by the Company.

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Your attention is also drawn to the requirements under the applicable regulations and the Company's Insider Trading Code which concern the disclosure of price sensitive information and dealing in the securities of the Company. Consequently you should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Chairman.

Publication of the letter of appointment

In line with provision of sub-clause 6 of clause IV in Schedule IV, under Companies Act, 2013, the Company will make public the terms and conditions of your appointment and will also arrange for it to be displayed on the Company's website.

Termination

Your Directorship on the Board of the Company shall terminate or cease in accordance with the law.

You may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later.

If at any stage during the Term, there is a change that may affect your status as an Independent Director as envisaged in Section 149(6) of the 2013 Act or, if applicable, you fail to meet the criteria for "independence" under the provisions of under the provisions of SEBI (Listing Obligations and Disclosure Requirements, Regulations 2015], you agree to promptly submit your resignation to the Company with effect from the date of such change.

Upon termination or upon your resignation for any reason, duly intimated to the Company, you will not be entitled to any compensation for loss of office.

General

This Letter and any non-contractual obligations arising out of or in connection with this Letter are governed by, and shall be construed in accordance with, the laws of India, and the parties agree to submit to the exclusive jurisdiction of the courts of Chennai.

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Acceptance of Appointment

We are confident and sure that the Board and the Company will benefit immensely from your rich experience. If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this Letter.

We thank you for your continued support and commitment to the Company.

Yours sincerely,

For Neelamalai Agro Industries Limited



Ajit Thomas
Chairman

I have read and agree to the above terms regarding my appointment as an Independent Director of Neelamalai Agro Industries Limited.



A.D. Bopana
Independent Director
DIN:00576066

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September 28, 2020

To
Mrs.Kavitha Vijay
D/o. Mr.Rajan Trivandrum Ramakrishnan
No.6, New No.9, Sivasamy Street,
Mylapore,
Chennai 600 004

Dear Mrs.Kavitha Vijay

Sub: Appointment as an Independent Woman Director of Neelamalai Agro Industries Limited (the "Company")

We are pleased to inform you that upon the recommendation of the Board, your appointment as an Independent Woman Director on the Board of the Company, has been approved by the shareholders through 77th Annual General Meeting held on 25th September 2020 through Video Conferencing (VC), approved by the shareholders with the requisite majority.

We thank you for your confirmation to the "Company" that you meet the "independence" criteria as envisaged in Section 149(6) of the Companies Act, 2013 ("2013 Act") [and SEBI (Listing Obligations and Disclosure Requirements, Regulations 2015, as amended from time to time) and also for your consenting to hold office as an Independent Woman Director of the Company.

This letter sets out the terms of your appointment as an Independent Woman Director. Your relationship with the Company will not be one of contract for employment in the Company.

The terms of your appointment, as set out in this letter, are subject to the extent provisions of the (i) applicable laws, including Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018 and (ii) Articles of Association of the Company ("AOA").

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Appointment

1. Your appointment will be for the first term for 5 (five) consecutive years commencing from 30.06.2020 and continuing up to 29.05.2025, unless terminated earlier, as per the provisions of this letter or applicable laws.
2. As an Independent Woman Director, you will not be liable to retire by rotation.
3. As an Independent Woman Director, you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance. The Board generally meets four times in a year. The Audit Committee generally also meets equivalent times in a year. Besides, there are other Committee meetings like Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee as applicable, which are ordinarily convened as per requirements. You will be expected to attend Board and Board Committees to which you may be appointed and Shareholders' meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively. Ordinarily, all meetings are held in Chennai except the Annual General Meeting which will be held in Katary, Tamil Nadu.
4. By accepting this appointment, you confirm that you are able to allocate sufficient time as is prudent and necessary to meet the expectations from your role to the satisfaction of the Board.

Role, Duties and Responsibilities

Your role, duties and responsibilities will be those normally required of an Independent Woman Director which includes:

- a) Requirements under the Companies Act, 2013
- b) "Responsibilities of the Board" as outlined in SEBI (Listing Obligations and Disclosure Requirements, Regulations 2015].
- c) You shall act in accordance with the Company's Articles of Association as may be amended from time to time.

Contd., 3

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d) Accountability under the Director's Responsibility Statement.

You shall abide by the 'Code for Independent Directors' as outlined in Schedule IV to section 149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act (including Section 166) and SEBI (Listing Obligations and Disclosure Requirements, Regulations 2015].

- e) You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
- f) You shall discharge your duties with due and reasonable care, skill and diligence.
- g) You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- h) You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- i) You shall not assign your office as Director and any assignments so made shall be void.
- j) You will also be responsible for providing guidance in the area of your expertise.

In addition to the above requirements the Board of Directors also expect you to perform the following functions:

- I. You should constructively challenge and help develop proposal on strategy for growth of the Company.
- II. You should evaluate the performance of management in meeting agreed goals and objectives.
- III. You should satisfy yourself on the integrity of financial information and that financial controls and systems of risk management are effective and defensible.
- IV. You are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing, and where necessary, removing Executive Directors and in succession planning.

Contd., 4

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- V. You will take responsibility for the processes for accurately reporting on performance and the financial position of the Company.
- VI. You should keep governance and compliance with the applicable legislation and regulations under review and the conformity of Company's practices to accepted norms.

Remuneration & Reimbursement of Expenses

1. As an Independent Woman Director you shall be paid sitting fees for attending the meetings of the Board and the Committees of which you are a member.
The sitting fees payable to you are as follows:
 - Board – Rs.10,000/- per meeting or such other amount as may be decided by the Board from time to time.
 - Audit Committee/Independent Directors' Meetings – Rs.5,000/- per meeting or such other amount as may be decided by the Audit Committee from time to time.
 - Nomination and Remuneration Committee – Rs. 3,000/- per meeting or such other amount as may be decided by the Nomination and Remuneration Committee from time to time.
2. In addition to the sitting fees described above, the Company will, for the period of your appointment, reimburse you for travel, hotel and other incidental expenses incurred by you in the performance of your role and duties as an Independent Woman Director.

Insurance

The Company will take an appropriate Directors' and Officers' Liability Insurance policy and pay the premiums for the same. It is intended to maintain such insurance cover for the Term of your appointment, subject to the terms of such policy in force from time to time.

Contd., 5

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During the Term, you agree to promptly notify the Company of any change in your directorships, and provide such other disclosures and information as may be required under the applicable laws. You also agree that upon becoming aware of any potential conflict of interest with your position as Independent Woman Director of the Company, you shall promptly disclose the same to the Chairman.

During the appointment you are required to comply with regulations as contained in Schedule IV under Companies Act, 2013, including the following codes of conduct of the Company:

- a. Code of Conduct as applicable to the Directors;
- b. Code of Conduct for Prevention of Insider Trading and such other requirements as the Board of Directors may from time to time specify.

During your Term, you agree to promptly provide a declaration under Section 149(7) of the Companies Act, 2013, upon any change in circumstances which may affect your status as an Independent Woman Director.

Evaluation

The Board of Directors will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis. Evaluation of each Director shall be done by all other Directors. The re-appointment of Independent Woman Director shall be on the basis of report of performance evaluation.

Confidentiality

All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to you by the Company.

Contd., 6

NEELAMALAI AGRO INDUSTRIES LIMITED

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

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

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

Corporate Identity Number (CIN): L01117TZ1943PLC000117

E-Mail : secneelamalai@avtplantations.co.in

Website : www.neelamalaiagro.com

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Your attention is also drawn to the requirements under the applicable regulations and the Company's Insider Trading Code which concern the disclosure of price sensitive information and dealing in the securities of the Company. Consequently, you should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Chairman.

Publication of the letter of appointment

In line with provision of sub-clause 6 of clause IV in Schedule IV, under Companies Act, 2013, the Company will make public the terms and conditions of your appointment and will also arrange for it to be displayed on the Company's website.

Termination

Your Directorship on the Board of the Company shall terminate or cease in accordance with the law.

You may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later.

If at any stage during the Term, there is a change that may affect your status as an Independent Woman Director as envisaged in Section 149(6) of the 2013 Act or, if applicable, you fail to meet the criteria for "independence" under the provisions of under the provisions of SEBI (Listing Obligations and Disclosure Requirements, Regulations 2015], you agree to promptly submit your resignation to the Company with effect from the date of such change.

Upon termination or upon your resignation for any reason, duly intimated to the Company, you will not be entitled to any compensation for loss of office.

General

This Letter and any non-contractual obligations arising out of or in connection with this Letter are governed by, and shall be construed in accordance with, the laws of India, and the parties agree to submit to the exclusive jurisdiction of the courts of Chennai.

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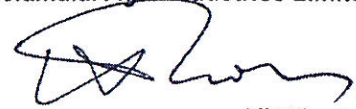
Acceptance of Appointment

We are confident and sure that the Board and the Company will benefit immensely from your rich experience. If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this Letter.

We thank you for your continued support and commitment to the Company.

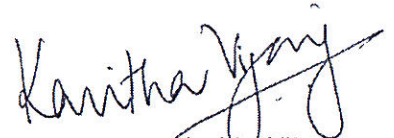
Yours sincerely,

For Neelamalai Agro Industries Limited



Ajit Thomas
Chairman

I have read and agree to the above terms regarding my appointment as an Independent Woman Director of Neelamalai Agro Industries Limited.



Kavitha Vijay
Independent Woman Director
DIN:01047261