

**Scrutinizer's Report**

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

**Dated: 29.08.2022**

To,  
The Chairman,  
M/s. NEELAMALAI AGRO INDUSTRIES LIMITED,  
Chennai.

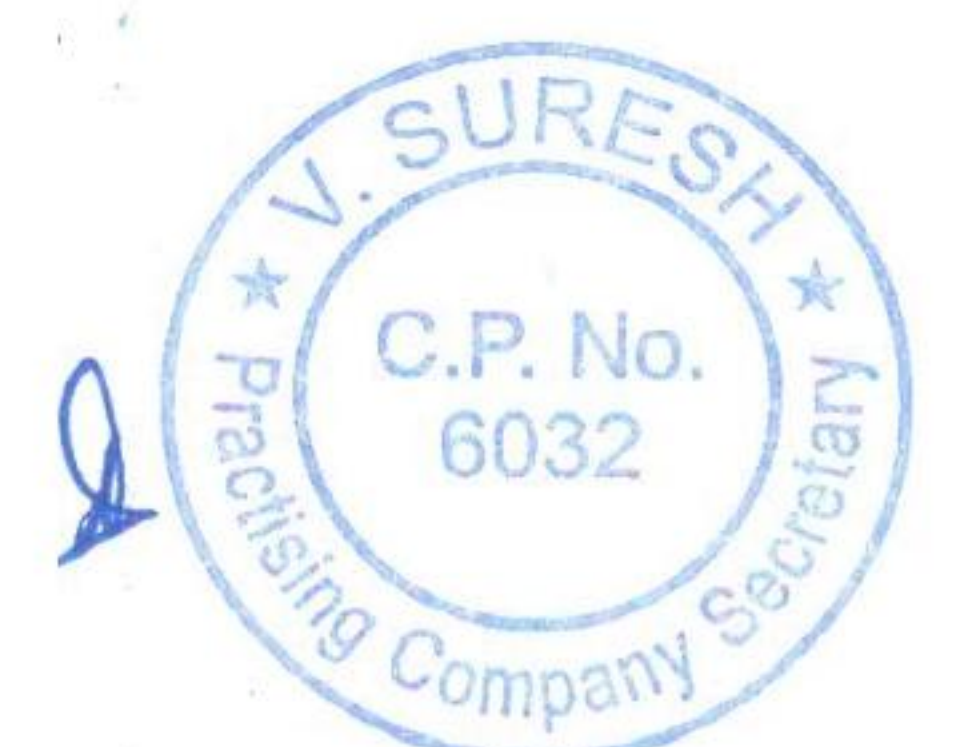
Dear Sir,

**Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 79<sup>th</sup> Annual General Meeting of M/s. Neelamalai Agro Industries Limited, held on Friday, August 26, 2022 at 11:00 A.M through video conferencing ('VC') / other audio visual means ('OAVM').**

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. Neelamalai Agro Industries Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority, on the resolutions contained in the Notice to the Shareholders dated May 30, 2022 issued in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (referred to as 'SEBI Circulars'), Government of India, for the 79<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on Friday, August 26, 2022 at 11:00 A.M through video conferencing ('VC') / other audio visual means ('OAVM').

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said AGM.

The Notice dated May 30, 2022, as confirmed by the Company was sent in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to the shareholders whose email addresses are registered with the Company/Depositories, in compliance with the aforesaid circulars.





The Public Advertisement with respect to dispatch of Notices and conducting of voting through electronic means was published in an English newspaper "Financial Express" in all editions and in a vernacular newspaper "Makkal Kural" (Chennai & Coimbatore editions) dated 04.08.2022.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 79<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The remote e-voting system remained open from Tuesday, August 23, 2022 and ends on Thursday, August 25, 2022 (5.00 p.m. IST) (both days inclusive).

The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.

The Corporate Members who had participated in the remote e voting had provided scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through e-voting.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The Members of the Company as on the "cut-off" date i.e. August 19, 2022 were entitled to vote on the resolutions (items no. 1 to 4 as set out in the notice of the 79<sup>th</sup> AGM of the Company.)

After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

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

The consolidated results are as follows:





**Resolution No 1: Ordinary Resolution**

**Ordinary Business: Adoption of Audited standalone and Consolidated Financial statements for the financial year ended 31<sup>st</sup> March 2022.**

| Voting Method   | Total Valid Votes | Votes in favour of the resolution |                 |                                       | Votes against the resolution |               |                                       | Invalid Votes | Abstained Votes |
|-----------------|-------------------|-----------------------------------|-----------------|---------------------------------------|------------------------------|---------------|---------------------------------------|---------------|-----------------|
|                 |                   | No. of folios                     | No. of Shares   | % of total number of valid votes cast | No. of folios                | No. of Shares | % of total number of valid votes cast |               |                 |
| Remote E-Voting | 4,50,929          | 24                                | 4,50,929        | 100                                   | -                            | -             | -                                     | -             | -               |
| Voting at AGM   | 2                 | 2                                 | 2               | 100                                   | -                            | -             | -                                     | -             | -               |
| <b>Total</b>    | <b>4,50,931</b>   | <b>26</b>                         | <b>4,50,931</b> | <b>100</b>                            | <b>-</b>                     | <b>-</b>      | <b>-</b>                              | <b>-</b>      | <b>-</b>        |

**Resolution No 2: Ordinary Resolution**

**Ordinary Business: Declaration of Final Dividend.**

| Voting Method   | Total Valid Votes | Votes in favour of the resolution |                 |                                       | Votes against the resolution |               |                                       | Invalid Votes | Abstained Votes |
|-----------------|-------------------|-----------------------------------|-----------------|---------------------------------------|------------------------------|---------------|---------------------------------------|---------------|-----------------|
|                 |                   | No. of folios                     | No. of Shares   | % of total number of valid votes cast | No. of folios                | No. of Shares | % of total number of valid votes cast |               |                 |
| Remote E-Voting | 4,50,929          | 24                                | 4,50,929        | 100                                   | -                            | -             | -                                     | -             | -               |
| Voting at AGM   | 2                 | 2                                 | 2               | 100                                   | -                            | -             | -                                     | -             | -               |
| <b>Total</b>    | <b>4,50,931</b>   | <b>26</b>                         | <b>4,50,931</b> | <b>100</b>                            | <b>-</b>                     | <b>-</b>      | <b>-</b>                              | <b>-</b>      | <b>-</b>        |





**Resolution No 3: Ordinary Resolution**

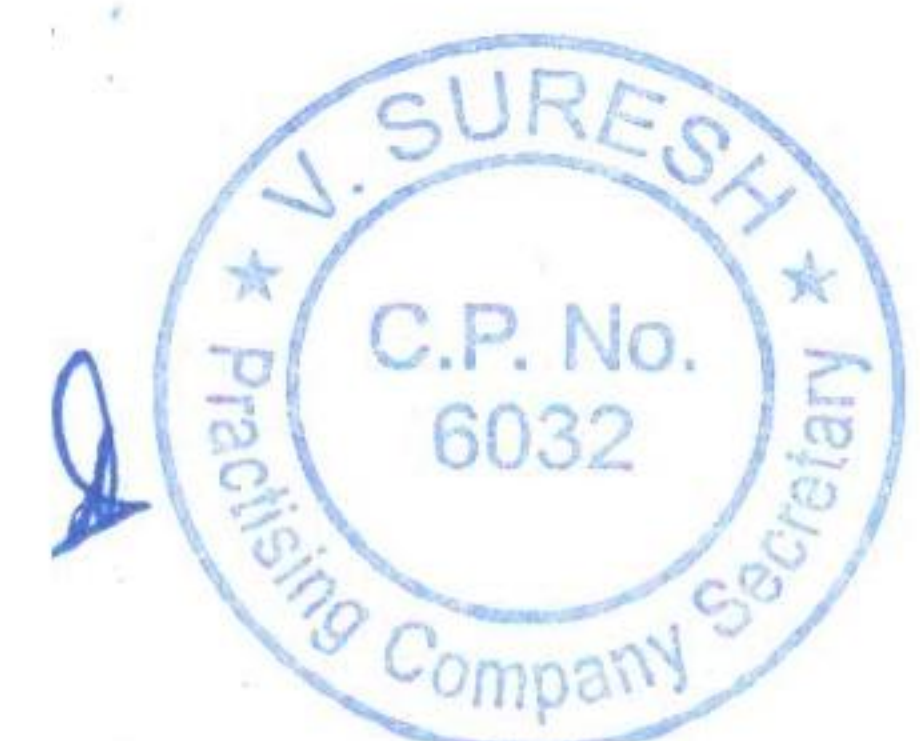
**Ordinary Business: Re-appointment of Mr. S. Ganesan (DIN: 08588380 as Director, liable to retire by rotation.**

| Voting Method   | Total Valid Votes | Votes in favour of the resolution |                 |                                       | Votes against the resolution |               |                                       | Invalid Votes | Abstained Votes |
|-----------------|-------------------|-----------------------------------|-----------------|---------------------------------------|------------------------------|---------------|---------------------------------------|---------------|-----------------|
|                 |                   | No. of folios                     | No. of Shares   | % of total number of valid votes cast | No. of folios                | No. of Shares | % of total number of valid votes cast |               |                 |
| Remote E-Voting | 4,50,929          | 24                                | 4,50,929        | 100                                   | -                            | -             | -                                     | -             | -               |
| Voting at AGM   | 2                 | 2                                 | 2               | 100                                   | -                            | -             | -                                     | -             | -               |
| <b>Total</b>    | <b>4,50,931</b>   | <b>26</b>                         | <b>4,50,931</b> | <b>100</b>                            | <b>-</b>                     | <b>-</b>      | <b>-</b>                              | <b>-</b>      | <b>-</b>        |

**Resolution No 4: Ordinary Resolution**

**Ordinary Business: Re-appointment of M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants, Chennai (Regn. No. 003990S/ S200018) as Statutory Auditors for the second term of five years and to fix their remuneration.**

| Voting Method   | Total Valid Votes | Votes in favour of the resolution |                 |                                       | Votes against the resolution |               |                                       | Invalid Votes | Abstained Votes |
|-----------------|-------------------|-----------------------------------|-----------------|---------------------------------------|------------------------------|---------------|---------------------------------------|---------------|-----------------|
|                 |                   | No. of folios                     | No. of Shares   | % of total number of valid votes cast | No. of folios                | No. of Shares | % of total number of valid votes cast |               |                 |
| Remote E-Voting | 4,50,929          | 24                                | 4,50,929        | 100                                   | -                            | -             | -                                     | -             | -               |
| Voting at AGM   | 2                 | 2                                 | 2               | 100                                   | -                            | -             | -                                     | -             | -               |
| <b>Total</b>    | <b>4,50,931</b>   | <b>26</b>                         | <b>4,50,931</b> | <b>100</b>                            | <b>-</b>                     | <b>-</b>      | <b>-</b>                              | <b>-</b>      | <b>-</b>        |





All the resolutions have been passed with requisite majority.

Thanking you,

Yours Faithfully,



V Suresh  
Practising Company Secretary  
CP No. 6032  
UDIN: F002969D000863939