

**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): L01117Z1943PLC000117
E-Mail : secneelamalai@avtplantations.co.in
Website : www.neelamalaiagro.com

August 30, 2019

BSE Limited
25th Floor, PhirozeJeejeebhoy Towers
Dalal Street, Fort
Mumbai- 400001
Phones : 022-22721233/4, 022-66545695

Dear Sirs,

Sub: **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Annual General Meeting-Proceedings- Details regarding voting results-(BSE Stock Code: 508670)**

Ref: **Regulation 30 read with Schedule III Part A Para 13 and Regulation 44(3) regarding**

We wish to inform you that the Annual General Meeting of the Company relating to the Financial Year ended 31st March 2019 was held on Friday, August 30, 2019 at the Regd. Office of the company at Katary Estate, Katary Post, Coonoor, The Nilgiris – 643213 and all the items of business contained in the Notice of the Annual General Meeting which are given below were transacted.

ORDINARY BUSINESS - ORDINARY RESOLUTIONS

Sl. No.	Resolution description
1	ADOPTION OF AUDITED FINANCIAL STATEMENTS (INCLUDING CONSOLIDATED FINANCIAL STATEMENTS) OF THE COMPANY FOR THE YEAR ENDED 31.03.2019 AND THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON
2	DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES
3	RE-APPOINTMENT OF MR. AJIT THOMAS AS DIRECTOR

SPECIAL BUSINESS - SPECIAL RESOLUTION

Sl. No.	Resolution description
4	CHANGE IN CLAUSE NO. 140A- ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY





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Manner of approval

All the aforesaid business items were transacted through Ordinary and Special Resolutions. A remote e-voting was undertaken as per applicable Regulations for a minimum period of 3 days which remained open from Tuesday, August 27, 2019 (9.00 a.m.) to Thursday, August 29, 2019 (5.00 p.m.) (both days inclusive). Besides, the sense of the meeting was also ascertained through a Poll conducted as per Rule 20 of the Companies (Management & Administration) Rules 2014. The consolidated report of the Scrutinizer, dated August 30, 2019 is enclosed.

Details of voting

The details of the voting results in the specified format is enclosed.

This may please be taken on record.

Thanking you.

Yours faithfully
for NEELAMALAI AGRO INDUSTRIES LTD.

S.LAKSHMI NARASIMHAN
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: As above



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Details of Voting Results as prescribed under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Annual General Meeting	:	August 30, 2019
Total number of share holders on record date	:	861 (as on evoting cut off date 23.08.2019)
No. of share holders present in the meeting either in person or through proxy	:	12
Promoters and Promoter Group	:	2
Public	:	10
No. of Share holders attended the meeting through video Conferencing	:	Nil
Promoters and Promoter Group	:	Nil
Public	:	Nil





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ORDINARY BUSINESS

ORDINARY RESOLUTION –SL. NO. 1

ADOPTION OF AUDITED FINANCIAL STATEMENTS (INCLUDING CONSOLIDATED FINANCIAL STATEMENTS) OF THE COMPANY FOR THE YEAR ENDED 31.03.2019 AND THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON

Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether Promoter/Promoter Groups are interested in the agenda/resolution					No			
Particulars	Mode of voting –	No. of Shares held (1)	No. of votes polled (2)	% of shares polled on outstanding shares (3)=(2/1)*100	No. of votes -in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoter Group	EVOTING	422594	422594	100	422594	0	100	0
	POLL		0	0	0	0	0	
	POSTAL BALLOT		N.A.	0	0	0	0	
	VENUE		0	0	0	0	0	
	SUB TOTAL	422594	422594	100	422594	0	100	0
Public – Institutions	EVOTING	4250	0	0	0	0	0	0
	POLL		0	0	0	0	0	
	POSTAL BALLOT		N.A.	0	0	0	0	
	SUB TOTAL	4250	0	0	0	0	0	0
Public – Non-Institutions	EVOTING	200506	22	0.01	22	0	100	0
	POLL		100	0.05	100	0	100	
	POSTAL BALLOT		N.A.	0	0	0	0	
	SUB TOTAL	200506	122	0.06	122	0	100	0
GRAND TOTAL		627350	422716	67.38	422716	0	100	0



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ORDINARY BUSINESS

ORDINARY RESOLUTION -SL. NO. 2

DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES

Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether Promoter/Promoter Groups are interested in the agenda/resolution					No			
Particulars	Mode of voting –	No. of Shares held	No. of votes polled	% of shares polled on outstanding shares (3)=(2/1)*100	No. of votes -in favour	No. of Votes - against	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
		(1)	(2)		(4)	(5)	(6)	(7)
Promoter and Promoter Group	EVOTING	422594	422594	100	422594	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	VENUE		0	0	0	0	0	0
	SUB TOTAL	422594	422594	100	422594	0	100	0
Public – Institutions	EVOTING	4250	0	0	0	0	0	0
	POLL		0	0	0	0	0	
	POSTAL BALLOT		N.A.	0	0	0	0	
	SUB TOTAL	4250	0	0	0	0	0	0
Public – Non-Institutions	EVOTING	200506	22	0.01	22	0	100	0
	POLL		100	0.05	100	0	100	0
	POSTAL BALLOT		N.A.	0	0	0	0	
	SUB TOTAL	200506	122	0.06	122	0	100	0
GRAND TOTAL		627350	422716	67.38	422716	0	100	0



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NEELAMALAI AGRO INDUSTRIES LIMITED

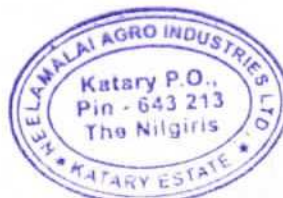
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ORDINARY BUSINESS

ORDINARY RESOLUTION -SL. NO. 3

RE-APPOINTMENT OF MR. AJIT THOMAS AS DIRECTOR

Resolution required (Ordinary/Special)					Ordinary Resolution			
Whether Promoter/Promoter Groups are interested in the agenda/resolution					No			
Particulars	Mode of voting –	No. of Shares held (1)	No. of votes polled (2)	% of shares polled on outstanding shares (3)=(2/1)*100	No. of votes -in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoter Group	EVOTING	422594	422594	100	422594	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	VENUE		0	0	0	0	0	0
	SUB TOTAL		422594	422594	100	422594	0	100
Public – Institutions	EVOTING	4250	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	SUB TOTAL		4250	0	0	0	0	0
Public – Non-Institutions	EVOTING	200506	22	0.01	22	0	100	0
	POLL		100	0.05	100	0	100	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	SUB TOTAL		200506	122	0.06	122	0	100
GRAND TOTAL		627350	422716	67.38	422716	0	100	0



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SPECIAL BUSINESS

SPECIAL RESOLUTION –SL. NO. 4

CHANGE IN CLAUSE NO. 140A- ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

Resolution required (Ordinary/Special)					Special Resolution			
Whether Promoter/Promoter Groups are interested in the agenda/resolution					No			
Particulars	Mode of voting –	No. of Shares held (1)	No. of votes polled (2)	% of shares polled on outstanding shares (3)=(2/1)*100	No. of votes -in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoter Group	EVOTING	422594	422594	100	422594	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	VENUE		0	0	0	0	0	0
	SUB TOTAL		422594	422594	100	422594	0	100
Public – Institutions	EVOTING	4250	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	SUB TOTAL		4250	0	0	0	0	0
Public – Non-Institutions	EVOTING	200506	22	0.01	22	0	100	0
	POLL		100	0.05	100	0	100	0
	POSTAL BALLOT		N.A.	0	0	0	0	0
	SUB TOTAL		200506	122	0.06	122	0	100
GRAND TOTAL		627350	422716	67.38	422716	0	100	0





No. 28, I st Floor, Ganapathy Colony, IIIrd Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report

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

Dated: 30.08.2019

To,
The Chairman,
M/s. NEELAMALAI AGRO INDUSTRIES LIMITED,
KATARY ESTATE, KATARY P.O., COONOOR,
THE NILGIRIS - 643 213

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 and voting through Ballot Papers at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 76th Annual General Meeting of M/s. Neelamalai Agro Industries Limited, held on Friday, August 30, 2019 at 12.00 Noon at Katary Estate, Katary Post, Coonoor, The Nilgiris - 643213.

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. Neelamalai Agro Industries Limited (the Company) as the Scrutinizer for the purpose of scrutinizing the remote e-voting/ voting through Ballot Papers at the Annual General Meeting (AGM) venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 76th Annual General Meeting (AGM) of the members of the Company, held on Friday, August 30, 2019 at 12.00 Noon at Katary Estate, Katary Post, Coonoor, The Nilgiris - 643 213.

The Notice dated 28th May 2019 along with Explanatory Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Public Advertisement with respect to despatch of notices and conducting of voting through electronic means was published in an English newspaper "The Financial Express" and in a vernacular newspaper "Makkal Kural (Chennai and Coimbatore Editions)" having wide circulation, on 07.08.2019

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 76th 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 members of the Company as on the "cut-off" date i.e. August 23, 2019 were entitled to vote on the resolutions (items no. 1 to 4 as set out in the notice of the 76th AGM of the Company.)

Further to the above, I submit my report as under:-

Remote E-voting:

- i. The e-voting period remained open from Tuesday, August 27, 2019 (9.00 a.m.) to Thursday, August 29, 2019 (5.00 p.m.) (both days inclusive).
- ii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.
- iii. The Corporate member who participated in the remote e-voting had provided scanned copy of the resolution passed at its Meeting of Board of Directors for authorization to exercise voting through e-voting.

Voting through Ballot Papers at the AGM venue:

- i. The Company had provided the facility for voting through ballot paper at the AGM and members, who have not cast their votes by remote e-voting, were allowed to exercise their right to vote at the meeting.
- ii. The polling paper in Form MGT-12 as per Section 109(5) of the Act and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 was distributed to the Proxy Holder present. The Proxy Holder cast his votes in the ballot box kept at convenient place in the venue.
- iii. The locked ballot box was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and Ballot paper was diligently scrutinized. The Ballot paper was reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.

Thereafter, the 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>.

The results are as follows:



Resolution No 1: Ordinary Resolution

Ordinary Business: Adoption of Audited Financial Statements (including Consolidated Financial Statements) of the Company for the year ended 31.03.2019 and the reports of Board of Directors and Auditors thereon

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		DP ID/ CL ID	No. of Shares	% of total number of valid votes cast	DP ID/ CL ID	No. of Shares	% of total number of valid votes cast		
Voting through Ballot Papers at the AGM Venue	100	1	100	100	-	-	-	-	-
Remote E-Voting	4,22,616	16	4,22,616	100	-	-	-	-	-
Total	4,22,716	17	4,22,716	100	-	-	-	-	-

Resolution No 2: Ordinary Resolution

Ordinary Business: Declaration of Final Dividend on Equity shares

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		DP ID/ CL ID	No. of Shares	% of total number of valid votes cast	DP ID/ CL ID	No. of Shares	% of total number of valid votes cast		
Voting through Ballot Papers at the AGM Venue	100	1	100	100	-	-	-	-	-
Remote E-Voting	4,22,616	16	4,22,616	100	-	-	-	-	-
Total	4,22,716	17	4,22,716	100	-	-	-	-	-



Resolution No 3: Ordinary Resolution**Ordinary Business: Re-Appointment of Mr. Ajit Thomas as Director**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		DP ID/ CL ID	No. of Shares	% of total number of valid votes cast	DP ID/ CL ID	No. of Shares	% of total number of valid votes cast		
Voting through Ballot Papers at the AGM Venue	100	1	100	100	-	-	-	-	-
Remote E-Voting	4,22,616	16	4,22,616	100	-	-	-	-	-
Total	4,22,716	17	4,22,716	100	-	-	-	-	-

Resolution No 4: Special Resolution**Special Business: Change in Clause No. 140A- Alteration of Articles of Association of the Company**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		DP ID/ CL ID	No. of Shares	% of total number of valid votes cast	DP ID/ CL ID	No. of Shares	% of total number of valid votes cast		
Voting through Ballot Papers at the AGM Venue	100	1	100	100	-	-	-	-	-
Remote E-Voting	4,22,616	16	4,22,616	100	-	-	-	-	-
Total	4,22,716	17	4,22,716	100	-	-	-	-	-



All the resolutions have been passed with requisite majority.

The Ballot Paper collected at the AGM Venue have been handed over to the Company.

Thanking you,
Yours Faithfully,



V Suresh
Practising Company Secretary
CP No. 6032

