



## NEELAMALAI AGRO INDUSTRIES LIMITED

Registered Office: No.60, Rukmani Lakshmi pathi Salai, Egmore, Chennai, Tamil Nadu - 600 008  
Tel : +91 44 2852 7775 / 2858 3463  
CIN: L01117TN1943PLC152874  
E-Mail : secneelamalai@avtplantations.co.in Website : www.neelamalaiagro.com

April 23, 2024

BSE Limited  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai – 400 001

Dear Sir(s) / Madam,

**Sub:** Voting Results of Postal Ballot under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizers' Report

**Ref:** Stock Code: 508670

This is further to our Board Meeting outcome letter dated 14<sup>th</sup> Feb 2024 regarding the approval of Shareholders (i) for continuance of Directorship of Mr. F.S. Mohan Eddy (DIN: 01633183), as Non-Executive Non-Independent Director of the Company with effect from 1st April, 2024 and (ii) for continuance of Directorship of Mr. S. Ganesan, (DIN: 08588380), as Non-Executive Independent Director of the Company for the first term effective from 1<sup>st</sup> April, 2024 to 30th June 2026.

Pursuant to Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the listed entities shall ensure the approval of shareholders for the appointment of a Director at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the members has been sought through Postal Ballot vide our notice dated 14<sup>th</sup> February 2024 on the respective resolutions.

We wish to inform you that 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, was appointed as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner and submitted Scrutinizers report on e-voting to the Chairman of the Company and the result of the postal ballot has been announced by the Chairman today, i.e. on April 22, 2024.



Contd., 2



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In this connection, we are submitting herewith the following: -

1. Voting results pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. Scrutinizers Report on e-voting dated 22.04.2024

The Voting result along with the Scrutinizers Report shall also be available on the website of the Company [www.neelamalaiagro.com](http://www.neelamalaiagro.com).

Kindly take the same on record.

Thanking you,

Yours Faithfully,

**For Neelamalai Agro Industries Limited**

LAKSHMI  
NARASIMHAN

Digitally signed by  
LAKSHMI NARASIMHAN  
Date: 2024.04.23  
09:41:22 +05'30'

**S. Lakshmi Narasimhan**  
**Company Secretary & Compliance Officer**





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

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for continuance of Directorship of Mr. F.S. Mohan Eddy (DIN: 01633183), as Non-Executive Non-Independent Director of the Company with effect from 1st April, 2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	450687	450687	100.0000	450687	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)							
	Total	450687	450687	100.0000	450687	0	100.0000	0.0000
Public-Institutions	E-Voting	4250	0	0.0000	0	0	0	0
	Poll Postal Ballot (if applicable)							
	Total	4250	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	167125	1474	0.8820	1465	9	99.3894	0.6106
	Poll Postal Ballot (if applicable)							
	Total	167125	1474	0.8820	1465	9	99.3894	0.6106
Total		622062	452161	72.6874	452152	9	99.9980	0.0020
Whether resolution is Pass or Not.							Yes	





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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for continuance of Directorship of Mr. S. Ganesan (DIN: 08588380), as Non-Executive Independent Director of the Company for the first term effective from 1st April, 2024 to 30th June 2026				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	450687	450687	100.0000	450687	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)							
	Total	450687	450687	100.0000	450687	0	100.0000	0.0000
Public-Institutions	E-Voting	4250	0	0.0000	0	0	0	0
	Poll Postal Ballot (if applicable)							
	Total	4250	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	167125	1474	0.8820	1466	8	99.4573	0.5427
	Poll Postal Ballot (if applicable)							
	Total	167125	1474	0.8820	1466	8	99.4573	0.5427
Total		622062	452161	72.6874	452153	8	99.9982	0.0018
Whether resolution is Pass or Not.							Yes	





**Scrutinizer's Report on Postal Ballot**

**[Pursuant to Section 110 of Companies Act, 2013 and Rule 22 of the Companies  
(Management and Administration) Rules, 2014]**

To,  
The Chairman  
Neelamalai Agro Industries Limited  
No. 60, Rukmani Lakshmipathi Salai,  
Egmore, Chennai-600008.

Dear Sir,

**Scrutinizer's Report on postal ballot voting by way of remote voting by electronic means in respect of passing of the Special resolutions set-out in the Notice dated 14<sup>th</sup> February 2024, through Postal Ballot.**

1. We, V Suresh Associates, Practising Company Secretaries, has been appointed as Scrutinizer by the Board of Directors of Neelamalai Agro Industries Limited ("the Company") on the Special resolutions contained in postal ballot notice dated 14<sup>th</sup> February, 2024 for the purpose of scrutinizing the Postal Ballot voting process in compliance with provisions of Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with 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 ("SEBI Listing Regulations"), Secretarial Standard-2 on General Meetings ('SS-2') issued by Institute of Company Secretaries of India, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No 10/2021 dated June 23, 2021, Circular No 20/2021 dated December 8, 2021, Circular No 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA Circulars") and SEBI vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 (collectively referred to as "SEBI Circulars").

  


2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Postal Ballot process through remote e- voting, on the resolutions contained in the Postal Ballot Notice pursuant to the provisions of Sections 108 & 110 of the Companies Act, 2013 and Rules thereunder. Our responsibility as a scrutinizer for e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL") the authorized agency engaged by the Company.
3. We, submit herewith our report on the results of remote e-voting together with postal ballot as under:-
  1. The Postal Ballot Notices were sent through email on 20<sup>th</sup> March 2024 to all the Shareholders, whose name(s) were appearing in the Register of Members/list of beneficiaries records as on Friday, 15<sup>th</sup> March, 2024.
  2. The Postal Ballot Notice was also available on the Company's website at [www.neelamalaiagro.com](http://www.neelamalaiagro.com) website of stock exchange where equity shares of the Company are listed i.e. "BSE Limited" at [www.bseindia.com](http://www.bseindia.com) respectively, and the website of CDSL (agency for providing the remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
  3. Postal Ballot has been conducted in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  4. The Public Advertisement with respect to dispatch of Notices and conducting of remote e-voting was published in an English Newspaper "Financial Express" and vernacular newspaper "Makkal Kural" having a wide circulation, in their respective editions dated 21<sup>st</sup> March 2024.
  5. The Company has provided the remote e-voting facility for its members through CDSL, to enable them to cast their votes electronically.
  6. The remote e-voting period commenced on Friday, 22<sup>nd</sup> March 2024, 9.00 AM (IST) and ended on Saturday, 20<sup>th</sup> April 2024, 5.00 PM (IST). The votes casted through remote e-voting facility by members of the Company till Saturday, 20<sup>th</sup> April 2024, 5.00 PM (IST), being the last date and time fixed by the Company for remote e-voting were considered for our scrutiny.
  7. The Members of the Company as on the "cut-off" date i.e. Friday, 15<sup>th</sup> March 2024 were entitled to vote on the resolutions in the Postal Ballot Notice.



8. A Corporate Member has provided the copy of the resolution passed by their Board of Directors for authorization to exercise its votes.
9. After close of remote e-voting, the votes cast were unblocked on Saturday, 20<sup>th</sup> April 2024, 5.00 PM (IST), in the presence of two witnesses, who are not in the employment of the Company.

Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited ("CDSL") (i.e.) [www.evotingindia.com](http://www.evotingindia.com) based on such reports the results of the e-voting is generated.

10. We submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated from M/s. Central Depository Services (India) Limited (CDSL) website as under:

Item No. in the Notice	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	
<b>ITEM NO. 1:</b> <b><i>Special Business</i></b>  <b>Special Resolution:</b>  Approval for continuance of Directorship of Mr. F.S. Mohan Eddy (DIN: 01633183), as Non-Executive Non-Independent Director of the Company with effect from 1st April, 2024								
<b>E-Voting</b>	4,52,161	26	4,52,152	99.99%	2	9	0.01%	-
<b>Total</b>	<b>4,52,161</b>	<b>26</b>	<b>4,52,152</b>	<b>99.99%</b>	<b>2</b>	<b>9</b>	<b>0.01%</b>	<b>-</b>

*[Handwritten Signature]*



Item No. in the Notice	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	
<b>ITEM NO. 2:</b> <b><i>Special Business</i></b>  <b><u>Special Resolution:</u></b>  Approval for continuance of Directorship of Mr. S. Ganesan (DIN: 08588380), as Non-Executive Independent Director of the Company for the first term effective from 1st April, 2024 to 30th June 2026								
<b>E-Voting</b>	4,52,161	27	4,52,153	99.99%	1	8	0.01%	-
<b>Total</b>	<b>4,52,161</b>	<b>27</b>	<b>4,52,153</b>	<b>99.99%</b>	<b>1</b>	<b>8</b>	<b>0.01%</b>	<b>-</b>

11. The Resolutions are passed as Special Resolutions with requisite majority.
12. The Resolutions are deemed to be passed on the last date of e-voting, i.e, 20<sup>th</sup> April 2024.
13. You may accordingly declare the result of the voting by Postal Ballot.
14. The electronic data and all other relevant records related to remote e-voting shall remain in my safe custody until the Chairman consider, approves and signs the minutes of proceedings of Postal Ballot and thereafter the same will be handed over to the Chairman for safe keeping.

For V Suresh Associates



*(Signature)*

V Suresh

Senior Partner

Practising Company Secretaries

M. No. F: 2969

C. P. NO. 6032

Peer Review Cert. No: 667/2020

UDIN: F002969F000207580

Place : Chennai

Date : 22<sup>nd</sup> April 2024