# NEELAMALAI AGRO INDUSTRIES LIMITED

Registered Office: Katary Estate, Katary P.O., Coonoor, The Nilgiris, Nilgiri, Tamil Nadu, 643213, India; Tel. No.: +91 423-2284235; Email: narasimhan.l@avtplantations.co.in; secneelamalai@avtplantations.co.in Website: www.neelamalaiagro.com; Contact Person: Mr. S. Lakshmi Narasimhan, Company Secretary and Compliance Officer.

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF NEELAMALAI AGRO INDUSTRIES LIMITED FOR THE BUYBACK OF EQUITY SHARES

THIS PUBLIC ANNOUNCEMENT (THE "PUBLIC ANNOUNCEMENT") IS BEING MADE PURSUANT TO THE PROVISIONS OF REGULATION 7 (i) AND SCHEDULE II OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 2018 (THE "BUYBACK REGULATIONS") FOR THE TIME BEING IN FORCE INCLUDING ANY STATUTORY MODIFICATIONS AND AMENDMENTS FROM TIME TO TIME. OFFER FOR BUYBACK OF UP TO 25,350 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AT A

PRICE OF ₹ 1,600/- PER FULLY PAID UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off

adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column row in certain tables may not conform exactly to the total figure given for that column or row.

# DETAILS OF THE BUYBACK AND OFFER PRICE

- The Board of Directors of Neelamalai Agro Industries Limited ("the Company") at its meeting held on January 21, 2021, had approved the proposal for buyback of up to 25,350 (Twenty Five Thousand Three Hundred Fifty) fully paid-up equity shares of face value of ₹ 10 each ("Shares") of the Company from the existing shareholders / beneficial owners of Equity Shares of the Company, as on the Record Date (hereinafter defined), on a proportionate basis, through the tender offer process, in accordance with the provisions of Article 9A of the Articles of Association of the Company and in accordance with the provisions of sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and subject to the provisions contained in the Securities and Exchange Board of India ("Buyback of Securities") Regulations 2018, as amended, (the "SEBI Buyback Regulations") and any statutory modification(s) or re-enactment of the Act or Rules framed there under from time to time or SEBI Buyback Regulations, for the time being in force) as also such other approvals, permissions and sanctions of Securities and Exchange Board of India ("SEBI") and / or other authorities, institutions or bodies (the "appropriate authorities"), at a price of ₹ 1,600 (Rupees One Thousand Six Hundred only) per Equity Share ("Buyback Price") payable in cash for an aggregate amount of up to ₹ 4,05,60,000 (Rupees Four Crores Five Lacs Sixty Thousand only) ("Buyback Size"/"Buyback"). The Buyback Size represents  $\underline{9.99}\%$  and  $\underline{2.45}\%$  of the fully paid-up Equity Share capital and free reserves as per the latest available audited financial statements of the Company for the financial year ended March 31, 2020, on standalone and consolidated basis, respectively.
- The maximum amount required by the Company for the said Buyback aggregating to ₹. 4,05,60,000 (Rupees Four Crores Five Lacs Sixty Thousand only) will be met out of the free reserves and / or cash balances and / or internal accruals of the Company. The maximum amount proposed to be utilized for the Buyback will not exceed 10% of the paid up Equity Share capital and Free Reserves of the Company as per the audited standalone and consolidated balance sheets as on March 31, 2020. The Company proposes to buyback a maximum of 25,350 (Twenty Five Thousand Three Hundred Fifty) fully paid-up Equity Shares ("Maximum Shares") of face value  $\overline{\epsilon}$  10 each, in the proposed buyback through tender offer. Further, under the Act, the number of equity shares that can be bought back cannot exceed 25% of the total paid-up equity share capital of the company in that financial year. The Company proposes to buyback up to 25,350 (Twenty Five Thousand Three Hundred Fifty) Equity Shares representing 4.04% of the total paid up equity share capital of the Company as per the latest available standalone audited financial statements of the Company for the financial year ended March 31, 2020 and the same does not exceed the 25% limit.

The Equity Shares of the Company are listed only on the BSE Limited ("BSE"). The Buyback shall be undertaken on a proportionate basis from the equity shareholders of the Company as on Friday, February 5, 2021 (the "Record Date") ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9. 2016 and circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and BSE notice no. 20170210-16 dated February 10, 2017, BSE notice no., 20190424-35 dated April 24, 2019 and BSE notice no 20200528-32 dated May 28, 2020 as amended from time to time ("SEBI Circulars"). In this regard, the Company will request BSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE will be the designated stock exchange.

- The Buyback Size does not include any other expenses incurred or to be incurred for the Buyback like taxes, filing fees payable to SEBI, Stock Exchange fees, advisors fees, public announcement publication expenses, printing and dispatch expenses, and other incidental and related expenses.
- A copy of this Public Announcement is available on the Company's website (www.neelamalaiagro.com) and is expected to be available on the website of SEBI (www.sebi.gov.in) and on the website of BSE i.e., www.bseindia.com during the period of the Buyback.
- NECESSITY FOR BUY BACK
  - Buyback is a more efficient form of distributing surplus cash to the equity shareholders compared to other alternatives including interim dividend, inter-alia, for the following reasons (i) The Buyback gives an option to the equity shareholders, who can choose to participate and get cash in lieu of
  - Equity Shares to be accepted under the Buyback or they may choose not to participate thereby and enjoy a resultant increase in their percentage shareholding, post the Buyback, without additional investment; and (ii) The Buyback would help in improving certain key financial ratios of the Company
  - MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP
- CAPITAL AND FREE RESERVES & SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE The maximum amount required under the Buyback aggregating to  $\ref{4.05,60,000}$  (Rupees Four Crores Five Lacs

Sixty Thousand only) will be met out of the free reserves and / or cash balances and / or internal accruals of the  $Company. \ The \ maximum \ amount \ proposed \ to \ be \ utilized \ for \ the \ Buyback \ will \ not \ exceed \ 10\% \ of \ the \ paid \ up \ Equity$ Share capital and Free Reserves of the Company as per the audited standalone and consolidated balance sheets as on March 31, 2020 MAXIMUM PRICE AT WHICH THE SHARES OR OTHER SPECIFIED SECURITIES ARE PROPOSED BE

- BOUGHT BACK AND THE BASIS OF ARRIVING AT THE BUYBACK PRICE
- The Buyback Price has been arrived at after considering various factors, such as closing market price of the equity shares of the Company on BSE for a period of three months preceding January 18, 2021, being the date on which notice for considering board of directors meeting for Buyback was issued ("Date of Notice of Buyback"), closing price of the last trading day preceding the Date of Notice of Buyback and the possible impact of the Buyback on the Earnings Per Share ("EPS") and financial ratios of the Company and other relevant considerations
- The Buyback Price per Equity Share represents a premium of 24.36% over the average closing price of the Company's Equity Shares on BSE for the three months preceding the Date of Notice of Buyback. The closing price of the Equity Shares on the Date of Notice of Buyback was ₹ 1,417.50 on BSE. The Buyback Price per Equity Share represents a premium of 12.87% over the closing price of the Company's Equity Shares on the Date of Notice of Buyback. The closing price of the Equity Shares a trading day before the Date of Notice of Buyback, i.e.  ${\sf January\,15,2021\,was\,{\it \$}\,1,\!350\,on\,BSE.\,The\,closing\,price\,of\,the\,Equity\,Shares\,on\,January\,21,\,2021,\,being\,the\,date} \\$ of meeting of the Board of Directors approving the Buyback ("Date of Board Meeting"), was ₹ 1,417.50 on BSE. (Source: www.bseindia.com)
- MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUYBACK The Company proposes to buyback up to <u>25,350</u> (Twenty Five Thousand Three Hundred Fifty) Equity Shares

 $representing \, \underline{\textbf{4.04}}\% \, \text{of the total paid up equity share capital of the Company as per the latest available standalone} \,$ audited financial statements of the Company for the financial year ended March 31, 2020 and the same does not DETAILS OF PROMOTER SHAREHOLDING AND THEIR INTENTION TO PARTICIPATE IN THE BUY BACK

- The particulars of the Equity Shares of the Company held by the Promoter and Promoter Group, the Directors of
- the Promoter Companies holding shares in the Company and of Persons who are in control of the Company, as on the Date of Board Meeting is given below

Equity Shares held | % to the total paid

4,14,618

4,14,618

up equity capital

66.09

66.09

## Shareholding of the Promoter and Promoter Group: Name of the Promoter and Promoter Group

| Sr. No.   | Name of the director of Promoter and<br>Promoter Group Companies | Equity Shares held | % to the total paid<br>up equity capital |  |  |  |  |  |  |  |
|---|--|--------------------|--|--|--|--|--|--|--|--|
| ii. Shareholding of the directors of the Promoter and Promoter Group Companies: |  |                    |  |  |  |  |  |  |  |  |
|   | Total  | 4,23,144           | 67.45                                    |  |  |  |  |  |  |  |
| 2.  | The Midland Rubber And Produce Company Limited                   | 8,526              | 1.36                                     |  |  |  |  |  |  |  |
| 1.  | Ajit Homas   | 4,14,010           | 00.03                                    |  |  |  |  |  |  |  |

# Ajit Thomas Total

| iii. Shareholding of the directors of the Company: |                                     |                    |  |  |  |  |  |  |  |
|--|-------------------------------------|--------------------|--|--|--|--|--|--|--|
| Sr. No.  | Name of the director of the Company | Equity Shares held | % to the total paid<br>up equity capital |  |  |  |  |  |  |
| 1.   | Ajit Thomas                         | 4,14,618           | 66.09                                    |  |  |  |  |  |  |
|  | Total                               | 4,14,618           | 66.09                                    |  |  |  |  |  |  |

- Details of Transactions Purchase / Sale / Transfer undertaken by persons referred to in (6) above during the period of last six months preceding the Date of Board Meeting at which the buyback was approved.- NIL
- Members of the Promoter Group of the Company vide their letters dated January 21, 2021 have confirmed that they shall not be participating in the Buyback. The proposed buyback will be made to the existing shareholders,  $\underline{\textbf{excluding}} \ \textbf{Promoters}, \textbf{Promoter Group and Persons Acting in concert (such shareholders herein after collectively and Persons Acting in concert (such shareholders herein after collectively promoters). The transfer of the promoter of the promo$ referred to as "Persons in Control") as on the Record Date. Persons in Control and will include such persons as have been disclosed under the filings made by the Company from time to time under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, ("SEBI Takeover
- Pursuant to the proposed Buyback and depending on the response to the Buyback, the Voting Rights of the Promoter and Promoter Group in the Company may increase or decrease from their existing shareholding and Voting Rights in the Company. The Promoter and Promoter Group of the Company are already in control over the Company and therefore such further increase or decrease in Voting Rights of the Promoter and Promoter Group will not result in any change in control over the Company.
- The Promoter and Promoter Group of the Company has undertaken that in case there is an increase in their voting rights beyond 75% of the paid up capital of the Company post Buyback, necessary steps will be taken to reduce their shareholding in accordance with the provisions contained under Rule 19A of the Securities Contract (Regulation) Rules, 1957, so that the Company is in due compliance of the Minimum Public Shareholding ("MPS") requirement. The Company and the Promoter and Promoter Group of the Company have undertaken to comply with the MPS requirements even after the Buyback.
- The Board of Directors of the Company have confirmed that there are no defaults subsisting in the repayment

10. All the Equity Shares which the Company proposes to buy back are fully paid up.

- The Company as per provisions of Section 68(8) of the Act, shall not make further issue of the same kind of equity shares or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or equity shares issued to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion preference shares or debentures into equity shares
- The Company shall not issue any equity shares or other specified securities (including by way of bonus and employees' stock option) from the Date of Board Meeting till the date on which the payment of consideration to shareholders who have accepted the Buyback is made
- The Company shall not raise further capital for a period of one year from the closure of Buyback Offer, except in discharge of its subsisting obligations or such period as may be applicable under extant regulations (as per the provisions of the Companies Act. issue of shares by way of bonus shares or in the discharge of subsisting obligations into equity shares are not covered by this restriction).
- The Equity Shares bought back by the Company will be compulsorily cancelled and will not be held for re-
- The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer to buyback is made.
- The Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.
- Further, the Company will not accept shares tendered for Buyback which under restraint order of the court for transfer /sale and/or the title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process as per the provisions of law or otherwise
- The Company shall not Buyback its Equity Shares from any person through negotiated deal whether on or off the stock exchange or through spot transactions or through any private arrangement.
- The Company shall not directly or indirectly purchase its own equity shares through (i) any subsidiary company including its own subsidiary companies or; (ii) through any investment company or group of investment
- The funds borrowed from banks and financial institutions will not be used for the Buyback.
- The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up equity share capital and free reserves after the Buyback.
- of the Buyback Period of the current Buyback. The Company confirms it is in compliance with Sections 92, 123, 127 and 129 of the Companies Act 2013.

The Company shall not make any offer of buyback within a period of 1 (one) year reckoned from the date of expiry

- The Board of Directors of the Company have confirmed that based on such full inquiry conducted into the affairs and prospects of the Company and taking into account all the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the Act, the Board of Directors has formed an
- Immediately following the date of the Board meeting held on January 21, 2021 there are no grounds on which the Company can be found unable to pay its debts;
- As regards the Company's prospects for the year immediately following the date of the Board meeting held on January 21, 2021 and having regard to the Board's intention with respect to the Management of Company's business during that year, and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
- Confirm that in forming an opinion as aforesaid, the Board of Directors have taken in to account the liabilities, as if the Company were being wound up under the provisions of the Act (including prospective and contingent
- The text of the certificate dated January 21, 2021 received from M/s. PKF Sridhar & Santhanam LLP Chartered Accountants, the Statutory Auditor of the Company addressed to the Board of Directors of the Company is

Date: 21st January 2021

The Board of Directors

Neelamalai Agro Industries Limited

Katary Estate, Katary P.O., Coonoor, The Nilgiris, Nilgiri, Tamil Nadu, 643213

Industries Limited ('the Company') in terms of clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, ("Buy-back Regulations").

Statutory Auditor's Report in respect of the proposed buy-back of equity shares by Neelamalai Agro

- This Report is issued in accordance with the terms of our engagement letter dated 18th January 2021 with the Neelamalai Agro Industries Limited ("the Company").
- We have been engaged by the Company to perform a reasonable assurance in connection with the proposal of the Company to buy-back its equity shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("Act") and Buy-back Regulations, and in terms of the resolution passed by the Board of Directors of the Company in their meeting held on 21st January 2021, ("Board Meeting").

- The preparation of the statement of determination of the permissible capital payment (including premium) towards buy-back of Equity Shares ("Statement"), as set out in Annexure Ahereto, initialed by us for identification purpose only, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances
- The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board Meeting and the date of the Letter of Offer. Auditor's Responsibility

- Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide reasonable assurance on the following ("Reporting Criteria"):
  - (i) Whether we have inquired into the state of affairs of the Company in relation to the audited standalone and  $consolidated \, financial \, statements \, for \, the \, year \, ended \, 31 \, March \, 2020;$
  - (ii) if the amount of permissible capital payment (including premium) as stated in Annexure A for the proposed buy-back of equity shares, has been properly determined considering the audited standalone and consolidated financial statements of the Company as at and for the year ended 31 March 2020 in accordance with Section 68(2) of the Act; and Regulation 5 of the Buy-back Regulations; and
  - (iii) Whether the Board of Directors in their meeting dated 21st January 2021 has formed the opinion, as specified in Clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the Board
- The audited standalone and consolidated financial statements referred to in paragraph 5 above, which we have considered for the purpose of this report, have been audited by us, on which we have issued an unqualified audit report dated 30th July 2020.
- Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:
  - (i) Examined that the amount of permissible capital payment for the buy back as detailed in Annexure A is in accordance with the provisions of Section 68(2) of the Act;
  - (ii) Inquired into the state of affairs of the Company with reference to the audited standalone and consolidated financial as at and for the year ended 31st March 2020; (iii) Traced the amounts of paid up equity share capital, retained earnings and general reserves as mentioned in
  - Annexure A from the audited standalone and consolidated financial statements as at and for the year ended (iv) Verified the arithmetical accuracy of the amounts mentioned in Annexure A; and
- (v) Obtained appropriate representations from the Management of the Company
- We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India (the "Guidance note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements

- 10. Based on our examination as above and the information and explanations given to us, in our opinion: that the proposed amount of capital payment of ₹ 405.60 Lacs/- (Rupees Four Crores Five Lacs Sixty Thousand
- Only) for the buy-back of 25,350 equity shares in question does not exceed the permissible capital payment which is ₹ 406.13/- Lakhs (Rupees Four Crores Six Lakhs and Thirteen Thousands Only), as determined in the statement of determination of the permissible capital payment towards buy-back of equity shares, as stated in Annexure A, is properly determined in accordance with Section 68 of the Act; and
- that the Board of Directors in their meeting held on 21st January 2021 have formed the opinion, as specified in clause (x) of Schedule I of the Buy-back Regulations, on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated 21st January 2021. Restriction on Use

# This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of

the Buy-back Regulations solely to enable them to include it (a) in the Public Announcement to be made to the members of the Company, (b) in the Draft Letter of Offer and (c) Letter of Offer to be filed with the Securities and Exchange Board of India, the Stock Exchanges, the Registrar of Companies as required by the Buy-back Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. For PKF Sridhar & Santhanam LLP

T V Balasubramanian Partner Membership No: 027251 Place: Chennai Date: 21st January 2021U UDIN: 21027251AAAAAA08113

**Chartered Accountants** (Registration No: 003990S/S200018)

# Annexure A

Statement of determination of the permissible capital payment (including premium) towards buy-back of equity shares ("Statement") in accordance with Section 68(2) of the Companies Act, 2013

(Amounts in INR Lakhs) Particulars Standalone Consolidated Total paid-up share capital as on March 31, 2020 based on the audited financial statements of the Company [A] Free reserves, comprising of: 7,835.39 - Retained Earnings # 487.20 8,625.24 General Reserves 16.460.63 Total free reserves [B] 3.998.61 16,523.37 Total paid-up share capital and free reserves (sum of A & B) 4,061.35 Maximum amount permissible for buyback under Section 68 of 406.13 the Act, i.e. 10% of the total paid up capital and free reserves 405.60 Amount approved by Board Resolution dated 21st January 2021 # considered as defined in section 2(43) of Companies Act, 2013 read with section 68 of the Companies Act, 2013.

Accordingly, retained earnings are reduced to the extent of INR 443.53 Lakhs on account of fair value changes of certain assets & liabilities. Unquote

## RECORD DATE AND SHAREHOLDER ENTITLEMENT

determining the entitlement and the names of the shareholders, who are eligible to participate in the proposed Buyback. The Shares proposed to be bought back by the Company, as part of this Buyback shall be divided in two categories; (a) reserved category for small shareholders (Defined as a shareholder of a listed company, who holds Shares whose market value, on the basis of closing price of Shares, on the recognized stock exchange in which highest trading volume in respect of such security is recorded, as on record date is not more than ₹ 2.00.000 (Rupees Two lakhs) and (b) the general category for other shareholders, and the entitlement of a shareholder in each category shall be calculated accordingly

The Company has fixed Friday, February 5, 2021 as the record date ("Record Date") for the purpose of

- In accordance with Regulation 6 of the Buyback Regulations, 15% (Fifteen percent) of the number of securities which the Company proposes to buyback or number of securities entitled as per their shareholding, whichever is higher, shall be reserved for small shareholders.
- On the basis of the shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs. After accepting the Shares tendered on the basis of entitlement, Shares left to be bought back, if any in one
- category shall first be accepted, in proportion to the Shares tendered over and above their entitlement in the Buyback by shareholders in that category, and thereafter from shareholders who have tendered over and above
- The maximum tender under the Buyback by any Equity Shareholder of the Company cannot exceed the number of Equity Shares held by such Equity Shareholder of the Company as on the Record Date. The Equity Shares tendered as per the entitlement by Shareholders as well as additional Equity Shares tendered,
- if any, will be accepted as per the procedure laid down in Buyback Regulations. Detailed instructions for participation in the Buyback (tendering of Equity Shares in the buyback) as well as the relevant time table will be included in the letter of offer which will be sent in due course to the Equity Shareholders
- In accordance with the Buyback Regulations and such other circulars or notifications, as may be applicable, in due course each Eligible Shareholders as on Record Date shall receive a Letter of offer along with a Tender Form (including Form SH-4 as applicable), indicating the entitlement of the shareholders for participating in the Buyback. The Letter of offer and the Tender Form will be made available on the website of the Company at www.neelamalaiagro.com, the BSE at www.bseindia.com, Registrar to the Buy-back at www.cameoindia.com and the Manager to the Buyback at www.saffronadvisor.com

### PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

- All Public Shareholders holding the shares on Record Date in dematerialized are eligible to participate in the Buyback. Please refer to Point #g below of this part, for details in relation to tendering of shares held in
- The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide Circular No. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and Circular No. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, and circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 issued by Securities Exchange Board of India and in accordance with the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including a Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- For implementation of the Buyback, the Company has appointed Choice Equity Broking Private Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as

Name: Choice Equity Broking Private Limited Address: Choice House, Shree Shakambhari Corporate Park, Plot No. 156-158, J B Nagar, Andheri (East),

of the Company as on the Record Date.

Mumbai - 400099, Maharashtra, India, Contact Person: Mr. Jeetender Joshi

Tel.: 022-67079832 / 9870489087 E-mail ID: jeetender.joshi@choiceindia.com

- BSE would be the Designated Stock Exchange for this Buyback. The Company will request BSE to provide the separate Acquisition Window to facilitate placing of sell orders by Shareholders who wish to tender Equity Shares During the tendering period, the order for selling the Shares will be placed in the Acquisition Window by Eligible
- Sellers through their respective stock brokers during normal trading hours of the secondary market. Such stock brokers ("Seller Member(s)") can enter orders for demat shares. In the event Seller Member(s) of Eligible Persons is not registered with BSE then that Eligible Person can
- approach the Company's Broker as defined in Point # (c) above and tender the shares through the Company's Broker after submitting the details as may be required by the Company's Broker to be in compliance with the SEBI In accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in
- buyback offer/ open offer/ exit offer/delisting" dated February 20, 2020 and BSE notice no 20200528-32 dated 28 May 2020, shareholders holding securities in physical form are allowed to tender shares in buyback through  $tender offer route. \ However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.$
- PROCEDURE TO BE FOLLOWED BY EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN THE DEMATERIALISED FORM
  - Eligible Sellers who desire to tender their Equity Shares in the electronic/ dematerialized form under Buyback would have to do so through their respective Seller Member by giving the details of Equity Shares they intend to tender under the Buyback. The Seller Member would be required to place an order/ bid on behalf of the Eligible Sellers who wish to tender
- Equity Shares in the Buyback using the Acquisition Window of the Stock Exchange, Before placing the bid, the Eligible Seller would be required to transfer the tendered Equity Shares to the Special Account of Clearing Corporation (referred to as the "Clearing Corporation"), by using the early pay in mechanism as prescribed by the Stock Exchange or the Clearing Corporation prior to placing the bid by the Seller Member.
- The details of the Special Account of Clearing Corporation shall be informed in the issue opening circular that will be issued by BSE/Clearing Corporation.
- For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order/ bid by custodians. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- Upon placing the order, the Seller Member shall provide transaction registration slip ("TRS") generated by the Stock Exchange' bidding system to the Equity Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, client ID, no. of Equity Shares tendered, etc
- The maximum tender under buyback by any Equity shareholder of the Company cannot exceed the number of Equity Shares held by such Equity Shareholder of the Company as on the Record date.
- The Equity Shares tendered as per the entitlement by the Equity Shareholder of the Company as well as additional Equity Shares Tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. Detailed instructions for participation in the Buyback (tendering of Equity shares in buyback) as well as the
- relevant time table will be included in the letter of offer which will be sent in due course to the Equity Shareholders of the Company as on the Record date. PROCEDURE TO BE FOLLOWED BY REGISTERED EQUITY SHAREHOLDERS HOLDING EQUITY
- SHARES IN THE PHYSICAL FORM: In accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in
- buyback offer/ open offer/ exit offer/delisting" dated February 20, 2020 and BSE notice no 20200528-32 dated 28 May 2020, shareholders holding securities in physical form are allowed to tender shares in buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback

would have to do so through their respective seller member by indicating to their broker the details of

- Equity Shares they intend to tender in the Buyback. Eligible Shareholders who are holding Equity Shares in the physical form and intend to participate in the Buyback will be required to approach their Shareholder Broker along with the complete set of documents for verification procedures to be carried out. The documents include the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iii) self-attested copy of the Eligible Shareholder's PAN Card, (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, as may be applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address reflected in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar Card, (ii) Voter For orders for physical Equity Shares, the Shareholder Brokers should place bids on the Acquisition Window with
- relevant details as mentioned on physical share certificate(s). The Shareholder Brokers shall be required to print the Transaction Registration Slip ("TRS") generated by the Exchange Bidding System. TRS will contain the details of the order submitted including, the bid identification number, the application number, DP ID, Client ID in case of dematerialised Equity Shares or the folio number, certificate number, distinctive numbers and the number of Equity Shares tendered in case of Equity shares held in the physical form and the number of Equity

| d)   | Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) & documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid either by registered post or courier or hand delivery to the Registrar not later than 2 (two) days from the offer closing date. The envelope should be super scribed as "NAIL Buyback 2021". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to such Shareholder Broker or Eligible Shareholder.  Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such bids as "unconfirmed physical bids". Once, the Registrar confirms the bids it will be treated as "Confirmed Bids".  In case any person who has submitted the Equity Shares held by them in the physical form for dematerialisation should ensure that the process of getting the Equity Shares dematerialised is completed before such Eligible |   | <ul> <li>v. The settlements of fund obligation shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds pay-out in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the RBI/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such shareholders.</li> <li>vi. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the buyback. If Eligible Sellers bank account details are not available or if the fund transfer instruction is rejected by Reserve Bank of India or bank, due to any reasons, then the amount payable to Eligible Sellers will be transferred to the Seller Member for onward transfer to the Eligible Sellers.</li> <li>vii. Eligible Sellers who intend to participate in the Buyback should consult their respective Seller Member for</li> </ul> |  | In case of any query, the shareholders may contact the Registrar & Transfer Agent on any day except Saturday, Sunday and Public holidays between 10 am and 5 pm at the following address:  CAMEO  Cameo Corporate Services Limited  "Subramanian Building", No.1, Club House Road, Chennai – 600 002, Tamilnadu, India Tel: +91 44 4002 0700; Fax: +91 44 2846 0129  Email: investor@cameoindia.com; Website: www.cameoindia.com SEBI Registration: INR000003753; Contact Person: Ms. Sreepriya. K |   |  |   |
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|      |   |   |  |  |  |   |  |   |
| e)   |   |   |  |  |  |   |  |   |
| f)   | Shareholders tender their Equity Shares in the Buyback, so that they can participate in the Buyback.  An unregistered shareholder holding Physical Shares may also tender his Equity Shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.   | payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied the Seller Member upon the Eligible Sellers for tendering Equity Shares in the Buyback (secondary mark transaction). The Buyback consideration received by the Eligible Seller, in respect of accepted Equity Share could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Compa |  |  | MANAGER TO THE BUYBACK  SAFFRON  Output  Output  Description ideas  Saffron Capital Advisors Private Limited   |   |  |   |
| 30.  |   |   | accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage)  |  | (Corporate Identification Number: U67120MH2007PTC166711) 605, Sixth Floor, Centre Point, Andheri-Kurla Road, J. B. Nagar, Andheri (East), Mumbai - 400 059   |   |  |   |
| i.   | Upon finalization of the basis of acceptance as per Buyback Regulations:  The Company will pay consideration to the Clearing Corporation on or before the pay in date for settlement. For Equity shares accepted under Buyback, the Equity Shareholders will receive funds payout in their bank account from the Clearing Corporation.  |   | incurred solely by the Eligible Sellers.  viii. The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.   |  | Tel. No.: +91 22 4082 0914/915; Fax No.: +91 22 4082 0999  Email id: buybacks@saffronadvisor.com; Website: www.saffronadvisor.com Investor grievance: investorgrievance@saffronadvisor.com   |   |  |   |
| lii  | The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company opened for buyback ("Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.   |   | 31. COMPLIANCE OFFICER  The Board at their meeting held on January 21, 2021 appointed Mr. S. Lakshmi Narasimhan, Company Secretary, as the compliance officer for the purpose of the Buyback ("Compliance Officer"). Investors may contact the Compliance Officer for any clarifications or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:  Mr. S. Lakshmi Narasimhan  |  | SEBI Registration Number: INM000011211; Contact Person: Amit Wagle / Gaurav Khandelwal DIRECTORS RESPONSIBILITY  |   |  |   |
|      |   |   |  |  | As per Regulation 24(i) (a) of the Buyback Regulations, the Board of Directors of the Company accept full and final responsibility for the information contained in this Public Announcement.  |   |  |   |
| iii. |   |   |  |  | For and on behalf of the Board of Directors of<br>Neelamalai Agro Industries Limited   |   |  |   |
| iv.  | Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Sellers would be returned to them by Clearing Corporation. Any excess Physical Shares pursuant to proportionate acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback.   |   | !<br>!   | Mr. 3. Lakshini Narasimnan  Neelamalai Agro Industries Limited  Katary Estate, Katary P.O., Coonoor,  The Nilgiris, Nilgiri, Tamil Nadu, 643213, India  Tel. No.: +91 423-2284235;  Email: narasimhan.l@avtplantations.co.in; secneelamalai@avtplantations.co.in |  | Ajit Thomas Chairman DIN - 00018691  e: Chennai :: January 22, 2021 | F. S. Mohan Eddy<br>Independent Director<br>DIN - 01633183 | S. Lakshmi Narasimhan Company Secretary and Compliance Officer ICSI Membership Number: A35541 |