



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

20th March, 2024

BSE Limited
Department of Corporate Services
Floor 25,P J Towers
Dalal Street,
Mumbai – 400 001

Dear Sir / Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Stock code - 508670

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith, the Postal Ballot Notice together with Explanatory Statement, seeking approval of the Members for the Special Resolutions as mentioned in the Postal Ballot Notice dated 14th February 2024.

Sl.No	Description of Special Resolutions
1	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 1 st April, 2024
2	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

In accordance with provisions of Section 110 and other applicable provisions, if any, of the companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated May 5, 2020, 22/2020, dated 15th June, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, 10/2022 & 11/2022 dated December 28, 2022, and 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs (collectively the "MCA Circulars"), and Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities and Exchange Board of India, the Postal Ballot Notice along with the Explanatory Statement is being sent in electronic form only to those members whose names appear in the Register of Members/ List of Beneficial Owners as on **Friday, March 15, 2024** ("cut-off date") and whose e-mail IDs are registered with Registrar and Transfer Agents of the Company or Depository/Depository Participants.

Contd., 2



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The Company has engaged the services of Central Depository Services Limited ("CDSL") for providing e-voting facility to the Members. The e-voting facility will be **available from 9.00 a.m. (IST) on Friday, March 22, 2024 up to 5.00 p.m. (IST) on Saturday, April 20, 2024** . The voting results of Postal Ballot will be declared on or before **Tuesday, April 23, 2024**.

The copy of the said Postal Ballot Notice is being made available on the website of the Company, i.e. www.neelamalaiagro.com.

We request you to take the above on your record.

Thanking you,

Yours Faithfully,

For **NEELAMALAI AGRO INDUSTRIES LTD**

S. LAKSHMI NARASIMHAN
COMPANY SECRETARY & COMPLIANCE OFFICER

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 and 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

E-VOTING STARTS ON	E-VOTING ENDS ON
Friday, 22 nd March, 2024 at 9:00 a.m. (IST)	Saturday, 20 th April, 2024 at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given that pursuant to provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the 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, Secretarial Standard on General Meeting SS-2 issued by The Institute of Company Secretaries of India, each as amended, and in accordance with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated May 5, 2020, 22/2020, dated 15th June, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, 10/2022 & 11/2022 dated December 28, 2022, and 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs (collectively the “MCA Circulars”), and Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities and Exchange Board of India for seeking approval of the Members of the Company to transact the Special Business as set out below by passing the said Special Resolutions through Postal Ballot, only by way of remote e-voting process.

The proposed resolutions and explanatory statement setting out the material facts and reasons concerning the proposed items pursuant to Section 102 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder is annexed hereto for your consideration.

In terms of the above-mentioned circulars, the Postal Ballot Notice (“the Notice”) is being sent by email only to the Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Cut-off date i.e. Friday, 15th March, 2024**. In line with the MCA Circulars, hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent only through the remote e-voting system. The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.neelamalaiagro.com

The remote e-voting period commences on Friday 22nd March, 2024 at 9:00 a.m. (IST) and shall end on Saturday, 20th April, 2024 at 5:00 p.m. (IST). The e-voting module shall be disabled by the CDSL for voting thereafter. Members are requested to peruse the proposed resolutions along with explanatory statement and thereafter record their assent or dissent by means of remote e-voting facility provided by the Company not later than 5.00 p.m. (IST) on Saturday, 20th April, 2024, failing which it will be considered that no reply has been received from the Members.

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The Board of Directors the Company has appointed 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 as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The Scrutinizer's decision on the validity of the e-votes shall be final. The results shall be declared by the Chairman before the close of working hours on Tuesday, 23rd April, 2024. The results so declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. www.neelamalaiagro.com and on the website of CDSL i.e. www.evotingindia.com immediately after the declaration of result by the Chairman. The results shall also be immediately forwarded to the BSE Limited, where the shares of the Company are listed.

The resolutions shall be deemed to have been passed on Saturday, 20th April, 2024, being the last date specified by the Company for remote e-voting process, subject to receipt of the requisite number of votes in favour of the resolutions.

Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of this Notice for casting of votes by remote e-voting.

SPECIAL BUSINESS

- (1) **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**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) in this regard from time to time and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded for continuation of Mr. F.S .Mohan Eddy (DIN - 01633183), who is completing his second term as Independent Director on 31st March 2024, as Non-Executive Non-Independent Director of the Company, with effect from 1st April 2024, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, amended from time to time, the consent of the Members be and is hereby accorded for the continuation of Directorship of Mr. F.S.Mohan Eddy (DIN: 01633183), as Non-Executive Non Independent Director of the Company, beyond the age of 75 years, during his tenure.

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RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company, be and are hereby severally authorized to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard.

(2) 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

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) in this regard from time to time and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. S. Ganesan (DIN:08588380) who is presently Non-Executive Non Independent Director be appointed as Non-Executive Independent Director and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 as amended from time to time and SEBI Listing Regulations not liable to retire by rotation, for the first term, for a period commencing from 01.04.2024 to 30.06.2026 (both dates inclusive).

RESOLVED FURTHER THAT pursuant to provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, amended from time to time, the consent of the Members be and is hereby accorded for the continuation of Directorship of Mr. S. Ganesan (DIN: 08588380), as Non-Executive Independent Director of the Company, beyond the age of 75 years, during his tenure.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company, be and are hereby severally authorized to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard.

For and on Behalf of the Board

Chennai
14-02-2024

Ajit Thomas
Chairman
DIN:00018691

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NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 setting out all material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.
2. Pursuant to the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, 10/2022 & 11/2022 dated December 28, 2022 and 09/2023 dated 25th September, 2023 (collectively the “MCA Circulars”), and Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities and Exchange Board of India, the Company is sending this Notice of Postal Ballot in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of Beneficial Ownership maintained by the Depositories as on the close of business hours on Friday, 15th March, 2024.
4. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.neelamalaiagro.com, website of the Stock Exchange i.e. BSE Limited (BSE) at www.bseindia.com and on the website of CDSL at www.evotingindia.com
5. The date of completion of sending the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers: (i) “Financial Express” daily Newspaper all editions in English language; and (ii) “Makkal Kural” a daily Tamil Newspaper in its editions covering entire Tamil Nadu, having wide circulation in the district where the Registered Office of the Company is situated.
6. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 15th March, 2024 (“Cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a Member as on the Cut-off date should treat this notice for information purposes only.
7. Pursuant to the provisions of Section 108 and Section 110 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. For this purpose, the Company has availed the services of Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting to enable the Members to cast their votes electronically. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
8. A Member cannot exercise his vote by proxy on Postal Ballot.
9. The voting rights for the Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them.

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10. The Company has appointed 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 to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.

11. Institutional investors are encouraged to vote on the Postal Ballot. Corporate Members are required to send a scanned copy (PDF/JPG Format) of the Authority Letter authorising its representatives to vote for the postal ballot on its behalf. The said Authority Letter shall be sent to the Scrutiniser by email through its registered email address to vsassociates16@gmail.com with a copy marked to CDSL on helpdesk.evoting@cdslindia.com.

12. The e-voting period commences on Friday, 22nd March, 2024 at 9:00 a.m. (IST) and shall end on Saturday, 20th April, 2024 at 05.00 P.M. (IST). During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, Friday 15th March, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

13. The resolution, if approved, shall be deemed to have been passed on the last date of voting, i.e., Saturday, 20th April, 2024. All documents referred to in the Notice will be available for inspection by the Members of the Company at the Company's Registered Office on all working days during normal business hours from the date of despatch of Postal Ballot Notice and upto the date of closure of Postal Ballot. in electronic mode until the last date of voting. Members seeking to inspect such documents can send an email to secneelamalai@avtplantations.co.in.

14. Members who have not registered/updated their e-mail IDs so far are requested to register/update the same to get all notices, communiques, etc. from the Company, electronically, as per the following procedure:

Physical Holding	Kindly submit Form ISR-1 to update PAN, Postal Address with PIN, Email Address & Mobile Number including demat and bank account details. Form ISR-1 is available on the website of the Company. You are requested to forward the duly filled-in documents along with the related proofs as mentioned in the form to the following address: M/s Cameo Corporate Services Limited. Subramanian Building #1, Club House Road, Chennai 600 002 - India. Ph: 044- 28460390 to 95 Email: cameo@cameoindia.com
Demat Holding	Contact respective Depository Participant(s)

15. The Scrutinizer will submit their report to the Chairman/Person authorised by Chairman after completion of the scrutiny of the e-votes submitted.

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16. INSTRUCTIONS FOR E-VOTING:

(i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFIN/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

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	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.

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	After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to **login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(iii) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

iv) After entering these details appropriately, click on “SUBMIT” tab.

v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

vii) Click on the EVSN for NEELAMALAI AGRO INDUSTRIES LIMITED on which you choose to vote.

viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

x) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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xiv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the e-mail id viz. vsassociates16@gmail.com and to the Company at the e-mail id viz. secneelamalai@avtplantations.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

CDSL: All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

NSDL In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi M at evoting@nsdl.co.in

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) SETTING OUT ALL MATERIAL FACTS

(1) 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

Mr. F.S. Mohan Eddy (DIN: 01633183) was re- appointed as an Independent Director for the second term ending on 31st March, 2024, by the Members at the 78th Annual General Meeting held on 3rd September, 2021.

The Board of Directors of the Company, upon the recommendations of the Nomination and Remuneration Committee, at its meeting held on 14th February, 2024, had recommended the continuance of Directorship of Mr. F.S. Mohan Eddy as Non-Executive Non-Independent Director of the Company with effect from 1st April, 2024 on the Board of the Company, liable to retire by rotation. Mr. F.S.Mohan Eddy holds B.E and P.G.Diploma in Management and has vast experience in building organizations across various sectors from manufacturing to technology.

The Board, based on the recommendations of the Nomination and Remuneration Committee, considering the experience of and the contributions made by Mr. F.S.Mohan Eddy during his tenure as Independent Director, felt that it would be beneficial to the Company and is desirable to continue to avail his services as Non-Executive Non-Independent Director. Accordingly it is proposed the continuation of Directorship of Mr. F.S. Mohan Eddy as Non-Executive Non - Independent Director of the Company beyond the age of 75 years during his tenure, with effect from 1st April,2024, liable to retire by rotation.

Pursuant to Regulation 17(1)(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Special Resolution is required to be passed by the Members for the continuation of Directorship of Mr. F.S.Mohan Eddy as Non-Executive Non - Independent Director of the Company beyond the age of 75 years during his tenure. Also, pursuant to Regulation 17(1)(C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall ensure that approval of shareholders for his appointment at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, the continuance of Directorship of Mr. F.S.Mohan Eddy is being proposed for the approval of the members by Postal Ballot.

The Company has received notice in writing under the provisions of Section 160(1) of the Companies Act, 2013, from a member proposing the candidature of Mr. F.S.Mohan Eddy for the office of Director.

The disclosure required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) is provided as Annexure A of this Notice.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considers the continuance of Mr.F.S.Mohan Eddy as a Non-Executive Non-Independent Director in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of Members.

None of the Directors or Key Managerial Personnel or their relatives, except Mr.F.S.Mohan Eddy, are in any way concerned or interested in the proposed resolution as set out in the Notice.

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(2) 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

Mr. S. Ganesan (DIN: 08588380) was appointed as a Non-Executive Non-Independent Director of the Company by the Members at the 77th Annual General Meeting held on 25th September, 2020. The Board of Directors, based on the recommendation of Nomination and Remuneration Committee had approved the continuance of Directorship of Mr. S. Ganesan as Non-Executive Independent Director of the Company for the first term effective from 1st April, 2024 to 30th June 2026. Mr.S.Ganesan is a Chartered Accountant, having vast experience in Corporate Audit & Corporate Taxation. The Board of Directors of the Company, upon the recommendations of the Nomination and Remuneration Committee, at its meeting held on 14th February, 2024, had recommended the continuance Directorship of Mr. S. Ganesan as Non-Executive Independent Director of the Company for the first term effective from 1st April, 2024 to 30th June 2026, not liable to retire by rotation.

Accordingly it is proposed the continuation of Directorship of Mr. S.Ganesan as Non-Executive Independent Director of the Company beyond the age of 75 years during his tenure, with effect from 1st April,2024, not liable to retire by rotation.

Pursuant to Regulation 17(1)(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Special Resolution is required to be passed by the Members for the continuation of Directorship of Mr. S.Ganesan as Non-Executive Independent Director of the Company beyond the age of 75 years during his tenure. Also, pursuant to Regulation 17(1)(C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall ensure that approval of shareholders for his appointment at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr.S.Ganesan is being proposed for the approval of the members by Postal Ballot.

The Company has received notice in writing under the provisions of Section 160(1) of the Companies Act, 2013, from a member proposing the candidature of Mr. S.Ganesan for the office of Director.

Mr. S.Ganesan is not disqualified as Director in terms of Section 164 of the Companies Act, 2013. The Company has also received declarations from Mr. S. Ganesan that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board of Directors, Mr. S.Ganesan fulfils the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. S.Ganesan is independent of the management.

The disclosure required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) is provided as Annexure A of this Notice.

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The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considers the continuance of Mr. S. Ganesan as a Non-Executive Independent Director in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of Members.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. S.Ganesan, are in any way concerned or interested in the proposed resolution as set out in the Notice.

For and on Behalf of the Board

Chennai
14-02-2024

Ajit Thomas
Chairman
DIN:00018691

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Annexure A**PARTICULARS OF THE DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS****(1) 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**

Name of the Director	Mr.F.S..Mohan Eddy
Date of Birth	18.02.1950
Nationality	Indian
DIN	01633183
Qualifications	B.E., P.G. Diploma in Management
Expertise in specific functional areas	Vast experience in building organizations across various sectors from manufacturing to technology.
Date of appointment in present term	03.09.2021
Number of Board Meeting attended during the year 2023-2024 till date	3
Relationship with other directors inter-se	No
Directorships held	<u>Independent Director</u> 1. A.V. Thomas & Co. Ltd. 2. Sarvagram Fincare Pvt. Ltd. <u>Director</u> 1. Scisphere Analytics India Pvt. Ltd. 2. Anudip Foundation for Social Welfare 3. Women's Christian College Association 4.The Association of St.Christopher's College of Education
Membership of Committees of other Companies	A.V. Thomas & Co. Ltd. - Chairman- Audit Committee - Chairman- Nomination & Remuneration Committee - Member- Corporate Social Responsibility Committee - Member- Share Transfer Committee
Number of Shares held in the Company	Nil

Presently, he is the Chairman of Audit Committee and Nomination & Remuneration Committee and Member of Stakeholder Relationship Committee of the Company.

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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

Name of the Director	Mr.S. Ganesan
Date of Birth	21.06.1950
Nationality	Indian
DIN	08588380
Qualifications	C.A.
Expertise in specific functional areas	Vast experience in Corporate Audit and Corporate Taxation
Date of appointment in present term	25.09.2020
Number of Board Meeting attended during the year 2023-2024 till date	4
Relationship with other directors inter-se	No
Directorships held	<u>Director</u> 1. The Midland Rubber & Produce Co. Ltd. 2. The Nelliampathy Tea & Produce Co. Ltd. 3. The Highland Produce Co.Ltd. 4. L.J. International Ltd.
Membership of Committees of other Companies	Nil
Number of Shares held in the Company	Nil

He is a Member of Stakeholder Relationship Committee of the Company.