

29th July, 2017

The Manager
National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza, 5th floor
Plot No. C/1, G. Block
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

The Secretary,
Bombay Stock Exchange of India Ltd
Phiroze Jeebhoy Towers
Dalal Street,
Mumbai-400001

Dear Sir,

Sub: 35th Annual General Meeting of the Company held on 28th July, 2017, at Kolkata.

Ref: Regulation 30 and Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 – AGM proceedings and disclosure of remote e-voting Results of the 35th Annual general Meeting held on 28th July, 2017.

This is to inform that 35th Annual General Meeting (AGM) of the Company was duly held on Friday, 28th July, 2017, at Club Ecovista, Eco Space (Business Park), Premises No. 2F/11, Action Area II, Rajarhat, New Town, Kolkata – 700156 in terms of the Notice dated 17th May, 2017.

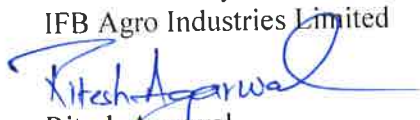
Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, we are enclosing herewith the summary proceedings of the 35th Annual General Meeting of the Company.

Further pursuant to regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, we are also enclosing the details of voting results of the business transacted at the Annual General Meeting as per the prescribed format.

We are also enclosing the report of the Scrutinizer on remote e-voting and voting at the AGM venue through ballot paper.

This is for your information and record.

Yours faithfully,
IFB Agro Industries Limited


Ritesh Agarwal
Company Secretary

Encl: as above.

SUMMARY OF PROCEEDINGS OF THE 35TH ANNUAL GENERAL MEETING OF IFB AGRO INDUSTRIES LIMITED HELD AT CLUB ECOVISTA, ECO SPACE BUSINESS PARK, PREMISES NO. 2F/11, ACTION AREA II, RAJARHAT, NEW TOWN, KOLKATA – 700 156 ON FRIDAY, 28 JULY, 2017 AT 12.30 P.M.

The 35th Annual General Meeting of the Members of the Company was held on 28 July, 2017 at 12.30 P.M. at Club Ecovista, Eco Space Business Park, Premises No. 2f/11, Action Area II, Rajarhat, New Town, Kolkata – 700 156.

The Company Secretary welcomed the members to the 35th Annual General Meeting of the Company and requested Mr Bijon Nag, Chairman of the Company to chair the meeting.

Mr. Bijon Nag, Chairman of the Company, chaired the proceedings of the meeting and welcomed the members present at the Meeting.

248 Members were present in person and 18 Members were present by Proxy in the Meeting as per the records of attendance. The Chairman informed the members that the meeting was duly convened and conducted in compliance of the Companies Act, 2013, the rules and secretarial standards made thereunder.

The Chairman introduced the Directors present on the dias to the members.

The Chairman in his speech intimated shareholders on the economic scenario and also the performance of the Company during the year 2016-17 and also appraised the shareholders about the first quarter unaudited financial performance for the financial year 2017-18.

The Chairman with the permission of the members present, took, the notice convening the meeting, the Directors' Report as read.

The Chairman, thereafter, placed before the meeting the Audited Financial Statements, including the Audited Balance Sheet as at March 31 2017, the Statement of Profit & Loss for the year ended on that date together with the Auditors' Report thereon. The Chairman then invited the members for queries if any, relating to Accounts and Annual Report.

After the satisfactory replies to the queries of the members pertaining to the Accounts and Annual Report the other agenda items were discussed.

For IFB AGRO INDUSTRIES LTD.


Ritesh Agarwal
Company Secretary

IFB Agro Industries Limited

Plot No. - IND-5, Sector-1,
East Kolkata Township, Kolkata - 700 107
Phone : 033-39849675, Fax : 033-2442-1003
Website : www.ifbagro.in
CIN : L01409WB1982PLC034590

The Chairman informed the members that the Company had provided remote e-voting platform of NSDL to all the members for exercising their voting right in Electronic Form. The E-voting portal was open from 9.00 AM on July 25, 2017 to 5.00 PM on July 27, 2017.

For the members who had not availed remote e-voting facility, the Chairman invited them to participate in the poll process to be conducted. He further informed that pursuant to provisions of Section 108 and 109 of the Companies Act, 2013, Mr. Jitendra Patnaik, Practising Company Secretary (Membership No. FCS - 5045), was appointed as the Scrutinizer to conduct the poll process and the e-voting process in a fair and transparent manner and to scrutinise the e- votes and poll papers and submit his report.

The Chairman further informed that the results of voting on each resolution shall be determined by adding the votes of the poll in favour or against a resolution with the electronic votes casted by the members in favour or against the respective resolution and the results thereof shall be declared within 48 hours of the conclusion of the meeting. The Chairman authorised Company Secretary to declare the voting results of the Company.

The chairman announced that the e-voting results along with the consolidated Scrutinizer's Report shall be placed on the website of the Company and the website of NSDL.

The following Items of business as per the Notice of the 35th Annual General Meeting were transacted:

ITEM No. 1

Ordinary Resolution to consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017, including the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors (the Board) and Auditors thereon.

The Resolution was declared passed unanimously.

ITEM No. 2

Ordinary Resolution to appoint a Director in place of Mr. Arup Kumar Banerjee (DIN: 00336225), who retires by rotation and being eligible, seeks re-appointment.

The Resolution was declared passed by requisite majority.

For IFB AGRO INDUSTRIES LTD


Ritesh Agarwal
Company Secretary

ITEM No. 3

Ordinary Resolution to re-appoint Auditors of the Company for a second term and to fix their remuneration.

The Resolution was declared passed unanimously.

SPECIAL BUSINESS

ITEM NO 4

Ordinary Resolution for the re-appointment of Mr. Arup Kumar Banerjee (DIN: 00336225) as Vice Chairman and Managing Director of the Company.

The Resolution was declared passed by requisite majority.

All the resolutions as per the agenda of the 35th Annual General Meeting were passed by the Members by the requisite majority through remote e-voting and poll at the Annual General Meeting venue.

The consolidation scrutinizer's report was uploaded on the website of the Company and NSDL and also communicated to National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

For IFB AGRO INDUSTRIES LTD.

Ritesh Agarwal
Company Secretary

RESOLUTION NO. "1"

CATEGORY	Total Vote Cast				Votes In favour				Votes Against				
	TOTAL HOLDING	e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% on Total Outstanding Shares
Promoter /Promoter Group	6088680	6088680	0	6088680	100.00	6088680	0	6088680	100.00	0	0	0	0.00
Public -Institution	130835	25000	0	25000	19.11	25000	0	25000	100.00	0	0	0	0.00
Public-Non Institution	3147596	3744	924	4668	0.15	3744	924	4668	100.00	0	0	0	0.00
TOTAL	9367111	6117424	924	6118348	65.32	6117424	924	6118348	100.00	0	0	0	0.00

RESOLUTION NO. "2"

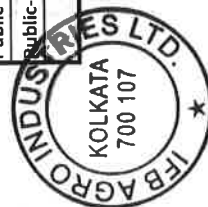
CATEGORY	Total Vote Cast				Votes In favour				Votes Against				
	TOTAL HOLDING	e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% on Total Outstanding Shares
Promoter /Promoter Group	6088680	6088680	0	6088680	100.00	6088680	0	6088680	100.00	0	0	0	0.00
Public -Institution	130835	25000	0	25000	19.11	25000	0	25000	100.00	0	0	0	0.00
Public-Non Institution	3147596	3744	924	4668	0.15	3744	424	4168	89.29	0	500	500	10.71
TOTAL	9367111	6117424	924	6118348	65.32	6117424	424	6117848	99.99	0	500	500	0.01

RESOLUTION NO. "3"

CATEGORY	Total Vote Cast				Votes In favour				Votes Against				
	TOTAL HOLDING	e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% on Total Outstanding Shares
Promoter /Promoter Group	6088680	6088680	0	6088680	100.00	6088680	0	6088680	100.00	0	0	0	0.00
Public -Institution	130835	25000	0	25000	0.41	25000	0	25000	100.00	0	0	0	0.00
Public-Non Institution	3147596	3744	924	4668	0.15	3744	924	4668	100.00	0	0	0	0.00
TOTAL	9367111	6117424	924	6118348	65.32	6117424	924	6118348	100.00	0	0	0	0.00

RESOLUTION NO. "4"

CATEGORY	Total Vote Cast				Votes In favour				Votes Against				
	TOTAL HOLDING	e-Voting A1	Ballot A2	Total A3 (A1+A2)	% on Total Outstanding Shares	e-Voting B1	Ballot B2	Total B3 (B1+B2)	% on Total Outstanding Shares	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% on Total Outstanding Shares
Promoter /Promoter Group	6088680	6088680	0	6088680	100.00	6088680	0	6088680	100.00	0	0	0	0.00
Public -Institution	130835	25000	0	25000	19.11	25000	0	25000	100.00	0	0	0	0.00
Public-Non Institution	3147596	3744	924	4668	0.15	3744	424	4168	89.29	0	500	500	10.71
TOTAL	9367111	6117424	924	6118348	65.32	6117424	424	6117848	99.99	0	500	500	0.01



SCRUTINIZER'S REPORT

NAME OF THE COMPANY	IFB Agro Industries Limited
MEETING	Annual General Meeting
DATE & TIME	Friday, 28 th July, 2017 at 12.30 P.M.
VENUE	Club Ecovista, Ecospace (Business Park), Premises No. 2F/11, Action Area II, Rajarhat, New Town, Kolkata-700 156

1. Appointment as Scrutinizer:

We are appointed as the Scrutinizer for the remote e-voting as well as the poll conducted at the 35th Annual General Meeting (AGM) held on Friday, 28th July, 2017 at 12.30 P.M.

2. Dispatch of Notice convening the Meeting:

The Company has informed that, on the basis of the Register of Shareholders and the list of Beneficiary Owners made available by the depository, National Securities Depository Limited (NSDL), the particulars of dispatch of Annual Report including the Notice are as under:

- On 29/06/2017 by e-mail to 3260 Shareholders who had registered their e-mail-ids with the Company/ Depository.
- On 01/07/2017 by Courier/Registered Post/Speed Post to 3931 Shareholders.

3. Cut-off date:

The Voting rights were reckoned as on 21st July, 2017, being the Cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-voting and at the Meeting.

4. Remote e-voting:**4.1 Agency:**

The Company had appointed National Securities Depository Limited (NSDL), as the agency for providing the remote e-voting platform.



4.2 Remote e-voting:

Remote e-voting platform was open from 09.00 A.M. on Tuesday, 25th July, 2017 to 05.00 P.M. on Thursday, 27th July 2017 and Shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the e-voting platform provided by National Securities Depository Limited (NSDL).

5. Voting at the AGM:

5.1 As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Shareholders who have cast their votes through remote e-voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Shareholders who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, National Securities Depository Limited (NSDL) the remote e-voting agency provided us with the names, DP Id/ Client Id, folios and Shareholding of the Shareholders who had cast their through remote e-voting.

5.3 The Company has provided voting by poll to the Shareholders who attended the meeting.

6. Counting Process:

6.1 On completion of voting at the meeting, CB Management (P) Ltd., the Registrar and Transfer Agent of the Company (RTA) provided us with the list of Shareholders who had cast their votes, their holding details and details of vote cast on the resolution.

6.2 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations/ proxies lodged with the Company.

6.3 We unblocked the remote e-voting results on the remote e-voting platform in the presence of Ms. Shikha Pandey and Ms. Anamika Khaitan and downloaded the remote e-voting results.



7. Results

7.1 We observed that

- (a) 24 Shareholders had cast their votes through the voting facility provided at the meeting; and
- (b) 36 Shareholders had cast their votes through remote e-voting.

7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 35th AGM dated 28th July, 2017 is enclosed.

7.3 Based on the aforesaid results, we report that Ordinary Resolutions as contained in Item Nos. 1, 2, 3 and 4 of the Notice of the 35th AGM dated 17th May, 2017 have been in following manner:

Resolution No.	Type of Resolution	Result
1.	Ordinary	Resolution passed unanimously.
2.	Ordinary	Resolution passed with requisite majority.
3.	Ordinary	Resolution passed unanimously.
4.	Ordinary	Resolution passed with requisite majority.

For J. Patnaik & Associates
Companies Secretaries


J. Patnaik
FCS: 5045



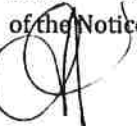
Date: 29th July, 2017
Place: Kolkata

Consolidated Results

Item No. 1: To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, including the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.

Particulars	Remote e-votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	36	6117424	18	924	54	6118348	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	36	6117424	18	924	54	6118348	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No.1 of the Notice dated 17th May, 2017 has been passed unanimously.



J. Patnaik



Date: 29th July, 2017

Place: Kolkata

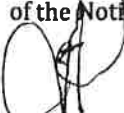
Consolidated Results

Item No.2: To appoint a Director in place of Mr. Arup Kumar Banerjee (DIN00336225), who retires by rotation and, being eligible, seeks re-appointment and to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Arup Kumar Banerjee (DIN 00336225), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Particulars	Remote e-votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	36	6117424	17	424	53	6117848	99.99
Dissent	NIL	NIL	1	500	1	500	0.01
Abstain	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	36	6117424	18	924	54	6118348	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No.2 of the Notice dated 17th May, 2017, has been passed with requisite majority.


J. Patnaik



Date: 29th July, 2017
Place: Kolkata

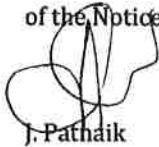
Consolidated Results

Item No.3:To re-appoint auditors of the Company and to fix their remuneration and to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder as amended from time to time, the retiring Auditors Walker Chandiok & Co LLP (Firm Registration No. 001076N/N500013), Chartered Accountants be and are hereby re-appointed as the Auditors of the Company for the second term, for a period of two (2) years subject to ratification by members at every Annual General Meeting commencing from the conclusion of this Annual General Meeting until the conclusion of the Third consecutive Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Particulars	Remote e-votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	36	6117424	18	924	54	6118348	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	36	6117424	18	924	54	6118348	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No.3 of the Notice dated 17th May, 2017, has been passed unanimously.


J. Patnaik



Date: 29th July, 2017
Place: Kolkata

Consolidated Results

Item No.4: To re-appoint Mr. Arup Kumar Banerjee (DIN 00336225) as Vice Chairman and Managing Director and to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including statutory modification(s) or re-enactment thereof, for the time being in force, the Company hereby approves the re-appointment of Mr. Arup Kumar Banerjee as Vice Chairman and Managing Director for a further period of three (3) years with effect from 30th July, 2017 on such terms and conditions as set out in the explanatory statement annexed to the notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in the financial year during the tenure of his appointment) with the authority to the Board of Directors to alter or vary the terms and conditions of the said re-appointment and/or remuneration in such manner as may be agreed to by and between the Board of Directors/Committee and Mr. Arup Kumar Banerjee provided however, such alterations are within the maximum limits laid down in the Companies Act, 2013 for the time being in force."

Particulars	Remote e-votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	36	6117424	17	424	53	6117848	99.99
Dissent	NIL	NIL	1	500	1	500	0.01
Abstain	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	36	6117424	18	924	54	6118348	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No.4 of the Notice dated 17th May, 2017, has been passed with requisite majority.


J. Patnaik



Date: 29th July, 2017
Place: Kolkata