



Scrutinizer's Report on Postal Ballot

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

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

Dear Sir,

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

1. We, V Suresh Associates, Practising Company Secretaries, has been appointed as Scrutinizer by the Board of Directors of Neelamalai Agro Industries Limited (“**the Company**”) on the Special resolutions contained in postal ballot notice dated 14th February, 2024 for the purpose of scrutinizing the Postal Ballot voting process in compliance with provisions of Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard-2 on General Meetings ('SS-2') issued by Institute of Company Secretaries of India, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No 10/2021 dated June 23, 2021, Circular No 20/2021 dated December 8, 2021, Circular No 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA Circulars") and SEBI vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 (collectively referred to as “SEBI Circulars”).




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



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

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

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

Item No. in the Notice	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	
ITEM NO. 1: <u>Special Business</u> <u>Special Resolution:</u> 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								
E-Voting	4,52,161	26	4,52,152	99.99%	2	9	0.01%	-
Total	4,52,161	26	4,52,152	99.99%	2	9	0.01%	-




Item No. in the Notice	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	
ITEM NO. 2: <u>Special Business</u> Special Resolution: 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								
E-Voting	4,52,161	27	4,52,153	99.99%	1	8	0.01%	-
Total	4,52,161	27	4,52,153	99.99%	1	8	0.01%	-

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

For V Suresh Associates



(Handwritten Signature)

V Suresh
Senior Partner

Practising Company Secretaries

M. No. F: 2969

C. P. NO. 6032

Peer Review Cert. No: 667/2020

UDIN: F002969F000207580

Place : Chennai

Date : 22nd April 2024