

**IFB AGRO INDUSTRIES LIMITED**

CIN : L01409WB1982PLC034590

Registered Office: Plot No.-IND-5, Sector-1, East Kolkata Township, Kolkata 700107

Ph: (91) (33) 39849675 Fax: (91) (33) 24421003

E-mail : complianceifbagro@ifbglobal.com • Website : www.ifbagro.in

Annexure to the Notice dated 14th May, 2016 of the Annual General Meeting to be held on 22nd July, 2016**ATTENDANCE SLIP**I/We hereby record my/our presence at the 34th Annual General Meeting of the Company held on Friday, July 22, 2016 at Club Ecovista, Ecospace Business Park, Premises No. 2F / 11, Action Area II, Rajarhat, New Town, Kolkata - 700 156 at 12.30 P.M. or any adjournment thereof.

Registered Folio No./ DP ID & Client ID :	
Name and Address of the Shareholder :	
Name of joint holders, if any	
No. of Share(s) held :	

SIGNATURE OF THE SHAREHOLDER(S)

SIGNATURE OF PROXY

- Notes :**
- Members/Proxy holders are requested to bring this slip with them when they come to the Meeting and hand it over at the entrance of the meeting hall duly signed.
 - Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.

THE ELECTRONIC VOTING PARTICULARS ARE SET OUT BELOW :

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

E-VOTING FACILITY IS AVAILABLE DURING THE FOLLOWING VOTING PERIOD:

Commencement of E-Voting	End of E-Voting
July 19, 2016 from 9.00 am	July 21, 2016 till 5.00 pm

Please read the Instructions for e-voting procedure mentioned at the reverse of this form.

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**PROXY FORM
FORM No. MGT-11**

Pursuant to Section 105(6) of the Companies Act., 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

Annexure to the Notice dated 14th May, 2016 of the Annual General Meeting to be held on 22nd July, 2016

Name of the Member (s):	
Registered address :	
E-mail Id: Folio No./Client ID: DP ID:	

I/We, being the Member(s) of shares of the above named Company, hereby appoint

- Name:
Address:
E-mail Id: _____ Signature : _____, or failing him;
- Name:
Address:
E-mail Id: _____ Signature : _____, or failing him;
- Name:
Address:
E-mail Id: _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Friday, July 22, 2016 at Club Ecovista, Ecospace Business Park, Premises No. 2F / 11, Action Area II, Rajarhat, New Town, Kolkata - 700 156 at 12.30 P.M. or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional (✓)	
		For	Against
Ordinary Business			
1	To consider and adopt the Audited Financial Statements, Report of Board of Directors and Auditors for the year ended March 31, 2016.		
2	To appoint a director in place of A. K. Nag (DIN 00117546), who retires by rotation and being eligible, offers himself for re-appointment.		
3	To ratify the appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants as Auditors of the Company		
Special Business			
4	To appoint Dr. Lakshmeshri Roy (DIN 07145095) as an Independent Director for 2 nd term, for a period of 3 years (Special Resolution).		
5	To appoint Mr. Indranil Goho (DIN 03497817) as Director of the Company.		
6	To appoint Mr. Indranil Goho (DIN 03497817) as Joint Managing Director of the Company.		

Signed this _____ day of _____ 2016

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

- Note:**
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 - For the Resolutions, statement setting out material facts thereon and notes, please refer to the Notice of the 34th Annual General Meeting.
 - A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

Voting through electronic means

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue for the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- ii. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on July 19, 2016 (9:00 am) and ends on July 21, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 15, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. The process and manner for remote e-voting are as under:
 - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (i) Open PDF file viz; "IFB Agro.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "IFB Agro Industries Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizerifb@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
 - (i) Initial password is provided at the bottom of the Attendance Slip for the Annual General Meeting.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- vi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
- vii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- viii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- ix. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 15, 2016.
- x. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e July 15, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rta@cbmsl.com.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
- xi. Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the Companies in which you are a shareholder.
- xii. Login to e-voting website will be disabled upon 5 unsuccessful attempts to key in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the website to reset the same.
- xiii. In case of joint holders, only one of the joint holders may cast his/her vote.
- xiv. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.
- xv. Mr. Jitendra Patnaik, Practicing Company Secretary (Membership No. FCS 5045) proprietor of M/s. J. Patnaik & Associates, Company Secretaries has been appointed by the Board of Directors as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xvi. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "ballot paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- xvii. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
- xviii. The results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.ifbagro.in and on the website of NSDL www.evoting.nsd.com immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The results shall also be immediately communicated to Bombay Stock Exchange Limited and National Stock Exchange of India Limited.