

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

28 July, 2018

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 Jeejeebhoy Towers
Dalal Street,
Mumbai-400001

Dear Sir,

Sub : **Proceedings of 36th Annual General Meeting held on 27th July 2018**

Pursuant to Regulation 30 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose hereby a summary of proceedings of 36th Annual General Meeting of the Company held on 27 July 2018.

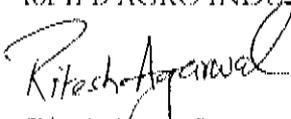
We also inform you that all the resolutions for consideration at the 36th Annual General Meeting as set out in the notice dated 30 May, 2018 have been passed by the members by requisite majority. The voting results, in the prescribed format in terms of Regulation 44(3) of the listing regulations are enclosed for your reference.

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.

Thanking you,

Yours faithfully
for IFB AGRO INDUSTRIES LIMITED



(Ritesh Agarwal)
COMPANY SECRETARY

Encl. As Above



SUMMARY OF PROCEEDINGS OF THE 36TH 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, 27 JULY, 2018 AT 12.00 NOON

The 36th Annual General Meeting of the Members of the Company was held on 27 July, 2018 at 12.00 noon 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 36th Annual General Meeting of the Company. He informed that Mr Bijon Nag, Chairman of the Company is unwell and is undergoing treatment in Singapore. Further Mr. Bikram Nag, Joint Executive Chairman has accompanied him and is unable to join the meeting.

In accordance with Article 62 of the Article of Association of the Company the directors present in the meeting elected Mr. Arup Kumar Banerjee to chair the meeting.

Mr. Arup Kumar Banerjee, Vice Chairman and Managing Director of the Company, chaired the proceedings of the meeting and welcomed the members present at the Meeting.

The number of shareholders as on record date (being the cut-off date for determining shareholders entitled to vote) 20 July 2018 was 8772.

The details of number of shareholders present in the meeting are as follows:

Category	Promoter and promoter Group	Public	Total
In person	6	98	104
Through proxy	-	3	3
Total	6	101	107

The Chairman called the meeting in order as requisite quorum was present. He introduced the Directors present on the dias to the members. He also advised the members that the registers and documents, which are statutorily required were available for inspection during the meeting. He also read out the message given by Mr. Bikram Nag, Joint Executive Chairman to the shareholders.

The Chairman delivered his speech on the working of the Company to the members. With the consent of the members, the notice convening the Annual General Meeting, the Director's Report and the Accounts for the financial year ended 31st March, 2018 were taken as read. As there were no qualifications in the Audit Report, it was not required to be read.



The Chairman informed the members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the listing Regulations, the Company had extended the remote e-voting platform of NSDL to all the members as on cut-off date 20 July, 2018 for exercising their voting right in Electronic Form. The E-voting portal was open from 9.00 AM on July 24, 2018 to 5.00 PM on July 26, 2018.

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.

Thereafter, the agenda item nos 1 to 5 as set out in the notice convening the Annual General Meeting were concerned:

ORDINARY BUSINESS		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	To receive, consider and adopt Audited Consolidated Financial Statements of the Company for the year ended March 31, 2018 together with the Report of the Auditors thereon.	Ordinary Resolution
3.	To re-appoint Mr. Bikram Nag (DIN 00827155) as Director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
SPECIAL BUSINESS		
4.	To Re-appoint Mr. Bikram Nag (DIN 00827155) as Joint Executive Chairman for a period of three years (Ordinary Resolution)	Ordinary Resolution
5.	To authorise the company to serve the documents to member by a particular mode on receipt of payment of fees in lieu of actual expenses (Ordinary Resolution).	Ordinary Resolution

On the invitation of the Chairman, Members addressed the meeting, gave their suggestions and sought clarifications on the Company's accounts and business. The Chairman responded to the queries of the members and provided the clarifications to the satisfaction of the matter concerned.

Thereafter, the Chairman announced voting to be taken by poll and requested Mr. Jitendra Patnaik, Company Secretary, the scrutinizer for the orderly conduct of the voting.

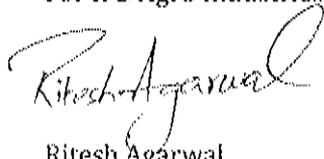


The Chairman announced that the e-voting results along with the consolidated scrutinizer's report shall be informed to Stock Exchanges and also be placed on the Company's website www.ifbagro.in and on the website of NSDL. He further authorised the Company Secretary to declare the voting results.

The meeting concluded at 1:30 p.m. after the members cast their votes.

All the aforesaid resolutions have been passed with the requisite majority and the same has been intimated to Stock Exchange and placed on the website of the Company.

For IFB Agro Industries Limited



Ritesh Agarwal
Company Secretary



IFB AGRO INDUSTRIES LIMITED

Resolution-wise Figures of Regulation 44(3) of SEBI LODR Regulation 2015 pursuant to 36th Annual General Meeting held on 27.07.2018

RESOLUTION NO. "1"

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		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	119900	15000	0	15000	12.51	15000	0	15000	100.00	0	0	0	0.00
Public-Non Institution	3158531	3416	3	3419	0.11	3416	3	3419	100.00	0	0	0	0.00
TOTAL	9367111	6107096	3	6107099	65.20	6107096	3	6107099	100.00	0	0	0	0.00

RESOLUTION NO. "2"

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		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	119900	15000	0	15000	12.51	15000	0	15000	100.00	0	0	0	0.00
Public-Non Institution	3158531	3416	3	3419	0.11	3416	3	3419	100.00	0	0	0	0.00
TOTAL	9367111	6107096	3	6107099	65.20	6107096	3	6107099	100.00	0	0	0	0.00

RESOLUTION NO. "3"

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		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	119900	15000	0	15000	12.51	15000	0	15000	100.00	0	0	0	0.00
Public-Non Institution	3158531	3416	3	3419	0.11	3386	3	3389	99.12	30	0	30	0.88
TOTAL	9367111	6107096	3	6107099	65.20	6107066	3	6107069	100.00	30	0	30	0.00

RESOLUTION NO. "4"

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		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	119900	15000	0	15000	12.51	15000	0	15000	100.00	0	0	0	0.00
Public-Non Institution	3158531	3416	3	3419	0.11	3384	3	3387	99.06	32	0	32	0.94
TOTAL	9367111	6107096	3	6107099	65.20	6107064	3	6107067	100.00	32	0	32	0.00

RESOLUTION NO. "5"

CATEGORY	TOTAL HOLDING	Total Vote Cast				Votes In favour				Votes Against			
		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	119900	15000	0	15000	12.51	15000	0	15000	100.00	0	0	0	0.00
Public-Non Institution	3158531	3371	3	3374	0.11	3202	3	3205	94.99	169	0	169	5.01
TOTAL	9367111	6107051	3	6107054	65.20	6106882	3	6106885	100.00	169	0	169	0.00



JITENDRA PATNAIK

Company Secretary

7A, Bentinck Street

Suite No. 403, 4th Floor

Kolkata - 700 001

Phone - 033-2231 870

E-mail: jpatnaikassociates@gmail.com

To
The Chairman,
36th Annual General Meeting
IFB Agro Industries Limited
Plot No. IND-5, Sector-1
East Kolkata Township,
Kolkata - 700 107

Dear Sir,

At the outset, I would like to thank you for appointing us as the Scrutinizer to conduct the poll process in a fair and transparent manner, to scrutinize the poll papers and remote e-voting at the 36th Annual General Meeting (AGM) of your company held on Friday, 27th July, 2018 at 12.00 noon.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self explanatory in all respect.

Thanking you,



J. Patnaik
(FCS: 5045)

Date: 28th July, 2018

Place: Kolkata

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	IFB Agro Industries Limited
MEETING	Annual General Meeting
DATE & TIME	Friday, 27 th July, 2018 at 12.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:

I am appointed as the Scrutinizer for the remote e-voting as well as the poll conducted at the 36th Annual General Meeting (AGM) held on Friday, 28th July, 2018 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 02/07/2018 by e-mail to 4984 Shareholders who had registered their e-mail-ids with the Company/ Depository.
- On 02/07/2018 by Registered Post/Speed Post to 3776 Shareholders.

On request of some Shareholders Notice were sent both through e-mail as well as Registered post.

3. Cut-off date:

The Voting rights were reckoned as on 20st July, 2018, 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, 24th July, 2018 to 05.00 P.M. on Thursday, 26th July 2018 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. Shabnam Praveen and Mr. Deepak Patnaik and downloaded the remote e-voting results.

7. Results:

7.1 We observed that

- (a) 4 Shareholders had cast their votes through the voting facility provided at the meeting; and
- (b) 35 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 36th AGM dated 30th May, 2018 is enclosed.

7.3 Based on the aforesaid results, we report that Ordinary Resolutions as contained in Item Nos. 1, 2, 3, 4 and 5 of the Notice of the 36th AGM dated 30th May, 2018 have been in following manner:

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


J. Patnaik
(FCS: 5045)

Date: 27th July, 2018
Place: Kolkata

Consolidated Results

Item No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2018, together with 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	35	6107096	3	3	38	6107099	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	35	6107096	3	3	38	6107099	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No.1 of the Notice dated 30th May, 2018 has been passed unanimously.


J. Patnaik
(FCS: 5045)

Date: 28th July, 2018

Place: Kolkata

Consolidated Results

Item No. 2: To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended 31 March, 2018 together with the Reports of Auditors thereon.

Particulars	Remote e-votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	35	6107096	3	3	38	6107099	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	35	6107096	3	3	39	6107099	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 2 of the Notice dated 30th May, 2018 has been passed unanimously.


J. Patnaik
(FCS: 5045)

Date: 28th July, 2018
Place: Kolkata

Consolidated Results

Item No.3: To appoint a Director in place of Mr. Bikram Nag (DIN 00827155), 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. Bikram Nag (DIN 00827155), who retires by rotation at this meeting 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	34	6107066	3	3	37	6107069	99.9995
Dissent	1	30	NIL	NIL	1	30	0.0005
Abstain	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	35	6107096	3	3	38	6107099	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 3 of the Notice dated 30th May, 2018 has been passed with requisite majority.


J. Patnaik
(FCS: 5045)

Date: 28th July, 2018
Place: Kolkata

Consolidated Results

Item No.4: To re-appoint Mr. Bikram Nag (DIN 00827155) as Joint Executive Chairman for a period of three years.

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. Bikram Nag as Joint Executive Chairman for a further period of three years with effect from 26 January 2019, liable to retire by rotation 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. Bikram Nag 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	33	6107064	3	3	36	6107067	99.9995
Dissent	2	32	NIL	NIL	2	32	0.0005
Abstain	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	35	6107096	3	3	38	6107099	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No. 4 of the Notice dated 30th May, 2018 has been passed with requisite majority.


J. Patnaik
(FCS: 5045)

Date: 28th July, 2018
Place: Kolkata

Consolidated Results

Item No.5: To authorize the Company to serve the documents to member by a particular mode on receipt of payment of fees in lieu of actual expenses.

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 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from member(s) such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to specific request by the shareholder during delivery of documents, through a particular mode of service, provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder(s);

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or its Committee be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution."

Particulars	Remote e-votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	30	6106882	3	3	33	6106885	99.9962
Dissent	4	169	NIL	NIL	4	169	0.003
Abstain	1	45	NIL	NIL	1	45	0.0008
Total	35	6107096	3	3	38	6107099	100



Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No.5 of the Notice dated 30th May, 2018 has been passed with requisite majority.

J. Patnaik
(FCS: 5045)



Date: 28th July, 2018
Place: Kolkata