



NEPC AGRO FOODS LIMITED

CIN No: L01409TZ1991PLC008663

10th September, 2016

The Manager (Listing)
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, "G" Block
Bandra East, Mumbai – 400 051.

Dear Sir,

Sub: Notice of 24th Annual General Meeting

Please find attached herewith Notice of 24th Annual General Meeting of the Company.

Thanking you,

Yours faithfully,
For NEPC Agro Foods Limited

Director

NOTICE TO THE SHAREHOLDERS

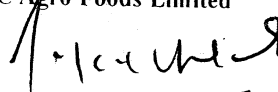
Notice is hereby given that the Twenty Fourth Annual General Meeting of the members of the Company will be held on Saturday, the 24th day of September 2016, at 10.00 A.M. at the Registered Office of the company at 1678, Trichy Road, Kamanathapuram, Coimbatore - 641 045 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2016 and the profit and loss account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mr. Raj Kumar who retires by rotation and being eligible offers himself for reappointment.
3. 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s Dinesh Kumar & Co., Chartered Accountants, (Membership No. 222084), Chennai be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of this 24th Annual General Meeting (AGM) till the conclusion of the 29th AGM of the Company to be held for the financial year 31-03-2021 (subject to ratification of their appointment at every AGM), at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditors.

By Order of the Board
For NEPC Agro Foods Limited


Tirupathi Kumar
Director

Place: Chennai
Date : 29-07-2016

NOTES

1. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations) with the stock exchanges, in respect of Directors seeking appointments/ re- appointment at the Annual General Meeting is furnished as annexure to the Notice.
2. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote in his stead and the proxy need not be a member of the Company. The instrument of proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. The existing Auditors, M/s A.Nageswaran, holding office till the conclusion of the forthcoming Annual General Meeting have informed the Company, not seeking further appointment as Auditors of the Company. Further the company had also received a special notice in terms of the provisions of the Companies Act, 2013 from a member of the Company proposing the appointment of M/s M Dinesh Kumar & Co., Chartered Accountants, 165, Strahans Road, Pattalam, Chennai 600 012 as statutory auditors of the Company. M/s M Dinesh Kumar & Co., Chartered Accountants, Chennai have given their consent to act as the Auditor of your Company, if appointed by the members pursuant to the provisions of Section 139 of Chapter X of the Companies Act, 2013, being eligible for appointment in terms of Section 141 of the Companies Act, 2013.
4. In accordance with the Companies Act, 2013 read with the Rules framed thereunder, the Annual Report 2015-16 is being sent through electronic mode to those members whose email addresses are registered with the Company/ Depository Participant unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2015-16 are being sent by the permitted mode.
5. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended in the Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 22-09-2016 to 24-09-2016 (both days inclusive).
7. Members are requested to notify immediately any change in their address to the Company.
8. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.

9. Members are requested to bring their copies of Annual Report to the Meeting.
10. Members are already informed that Securities and Exchange Board of India (SEBI) have made it compulsory for all investors to trade the Company's securities in dematerialisation form, effective 28-08-2000. Members are, therefore, requested to avail of Dematerialisation facility.
11. Members are requested to inform the company about their respective mail IDs - change in mail IDs for sending the Balance Sheet and other documents promptly as per the green initiative of the Government.
12. Members with identical order of names who are holding in multiple Folios are requested to write to the Company to consolidate their holdings into one Folio.
13. Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of nomination facility by filling Form 2B. Members who hold share in the dematerialized form may contact their Depository Participant for recording nomination in respect of their shares.
14. At this Annual General Meeting, details of Director(s) retiring by rotation :-

Mr. Raj Kumar is the retiring director and offers himself for re-appointment.

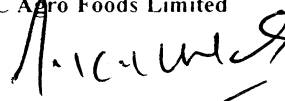
The brief background and the functional expertise of the Director proposed for reappointment is furnishes below along with details of Directorships in Companies.

Mr. Raj Kumar, aged about 51 years, has been associates with the Company as Director from 1991. He is well experienced in Business and Commerce.

Details of other Directorship held by him.

Director in the Board of NEPC India Ltd., NEPC Textiles Ltd., National Wind Power Corporation Ltd. and Sai Televisions Ltd.

By Order of the Board
For NEPC Agro Foods Limited



Tirupathi Kumar

Director

Place: Chennai
Date : 29-07-2016