

5th September, 2020

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

Stock Code: IFB Agro EQ
Scrip ID: 507438

Dear Sir,

Sub: Disclosure under Regulation 30 of SEBI (LODR) Regulation 2015.

We enclose, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a summary of the proceedings of the 38th Annual General Meeting ('AGM') of the Company held on Friday, 4th September, 2020 at 12.45 pm and concluded at 2.10 pm through Video Conferencing (VC)/Other Audio Video Means (OAVM).

We are also enclosing the report of the Scrutinizer on remote e-voting and e-voting during the AGM in the prescribed format in terms of Regulation 44(3) of the Listing Regulations.

This is for your kind information and records.

Thanking you,

Yours faithfully
For IFB AGRO INDUSTRIES LIMITED


Ritesh Agarwal
Company Secretary

SUMMARY OF THE PROCEEDINGS OF THE 38TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF IFB AGRO INDUSTRIES LIMITED HELD ON FRIDAY, SEPTEMBER 4, 2020 AT 12.45 P.M THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM').

The 38th AGM of the Members of IFB Agro Industries Limited ('the Company') was held on Friday, September 4, 2020 at 10.30 a.m. (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM').

The Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI'). Mr. Ritesh Agarwal, Company Secretary, welcomed the Members to the Meeting and briefed them on details relating to their participation at the Meeting through audio visual means.

Mr. Bijon Nag, Chairman of the Company, chaired the Meeting. The Chairman welcomed the shareholders to the Meeting and on requisite quorum being present, called the Meeting to order. Total 85 no of Shareholders/ Members attended the AGM through NSDL evoting platform.

All the Directors of the Company were present at the Meeting through VC/OAVM from their respective locations. The Chairman welcomed the Directors present and introduced them to the Members.

The Chairman introduced Mr Rahul Choudhary, Chief Financial Officer of the Company to the Members. He also informed the members that Mr. Ritesh Rathi, representative of B S R & Co LLP, Chartered Accountants, Statutory Auditors and Mr S.K.Patnaik, Secretarial Auditors and Scrutinizers for the remote e-voting and the e-voting during the proceedings of the AGM, were also present at the Meeting through VC/OAVM.

The Chairman then informed the Members that, the proceedings of the Meeting were also being webcast and could be viewed live by Members by logging in to NSDL website. The details of authorized representations received from corporate shareholders were informed to the Members. Since there was no physical attendance of Members and in compliance with the Circulars issued by the MCA and SEBI, Members were informed that the requirement of appointing proxies was not applicable. Further, the Registers as required under the Companies Act, 2013 were available for inspection in electronic mode.

With the consent of the Members present, the Notice convening the AGM and the Auditor's Report for the year ended March 31, 2020 were taken as read. There were no qualifications, observations or adverse remarks in the Statutory and Secretarial Auditor's Reports.

Thereafter, Chairman requested Mr. Bikram Nag, Joint Executive Chairman & Managing Director of the Company to continue the proceeding.

Mr. Bikram Nag, Joint Executive Chairman then made his opening remarks with respect to macro-economic environment, Company's performance of the Company for the Financial year 2019-20, strategic directions and future outlook.

In terms of the Notice dated July 10, 2020 convening the 38th AGM of the Company, the following business were transacted at the Meeting through remote e-voting.

1. To adopt :
 - a. the Audited Standalone Financial Statements of the company for the year ended 31 March 2020 and the reports of the Board of Directors and Auditors thereon.
 - b. Audited Consolidated Financial Statements of the Company for the year ended March 31, 2020 together with the Report of the Auditors thereon.
2. Re appointment of Director in place of Mr. Arup Kumar Banerjee (DIN 00336225) as director who retires by rotation and being eligible seeks re- appointment.
3. Approval to the waiver of recovery of excess remuneration paid to Mr Arup Kumar Banerjee (DIN 00336225), Vice Chairman and Managing Director during the financial year 2019-20. (Special Resolution).
4. Approval of the re-appointment of Mr. Arup Kumar Banerjee (DIN 00336225) to the office of Vice Chairman and Managing Director for a period of three years (Special Resolution).
5. Approval to the addition of a new object clause in the Memorandum of Articles of the Company (Special Resolution).

Members who had registered themselves as speaker shareholders were present at the Meeting and were given an opportunity to ask questions and seek clarification(s). Mr Bikram Nag, Joint Executive Chairman appropriately responded to the questions raised.

Post the question and answer session, the Chairman authorized Mr. Ritesh Agarwal, Company Secretary to carry out the e-voting process and conclude the Meeting. The Chairman further informed the Members that the consolidated voting results will be disseminated to the Stock Exchanges on which the Company's shares are listed and will also be made available on the website of the Company at www.ifbagro.in and the National Securities Depository Limited at www.evoting@nsdl.com within 48 hours of the conclusion of the Meeting.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. The meeting ended with vote of thanks to the Chair.

The meeting concluded at 2.10 p.m.

Post the conclusion of the remote e-voting, the Scrutinizers' report was received. All the Resolutions have been passed with requisite majority. This is for your information and records.

38th Annual General Meeting of IFB Agro Industries Limited – details of voting results

Date of AGM	04.09.2020
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to vote – 28 August, 2020)	9515
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	09
Public:	76

Agenda-wise disclosure

Ordinary Business

1. To adopt:

- a. the Audited Standalone Financial Statements of the company for the year ended 31 March 2020 and the reports of the Board of Directors and Auditors thereon.
- b. Audited Consolidated Financial Statements of the Company for the year ended March 31, 2020 together with the Report of the Auditors thereon.

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	65.00	6088680	0	6088680	65.00	0	0	0	0.00
Public -Institution	119850	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	3158581	30540	0	30540	0.33	30520	0	30520	0.33	20	0	20	0.00
TOTAL	9367111	6119220	0	6119220	65.33	6119200	0	6119200	65.33	20	0	20	0.00

2. Re appointment of Director in place of Mr. Arup Kumar Banerjee (DIN 00336225) as director who retires by rotation and being eligible seeks re- appointment.

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	65.00	6088680	0	6088680	65.00	0	0	0	0.00
Public -Institution	119850	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	3158581	30540	0	30540	0.33	25497	0	25497	0.27	5043	0	5043	0.05
TOTAL	9367111	6119220	0	6119220	65.33	6114177	0	6114177	65.27	5043	0	5043	0.05

Special Business

3. Approval to the waiver of recovery of excess remuneration paid to Mr Arup Kumar Banerjee (DIN 00336225), Vice Chairman and Managing Director during the financial year 2019-20. (Special Resolution).

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	65.00	6088680	0	6088680	65.00	0	0	0	0.00
Public -Institution	119850	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	3158581	30540	0	30540	0.33	23656	0	23656	0.25	6884	0	6884	0.07
TOTAL	9367111	6119220	0	6119220	65.33	6112336	0	6112336	65.25	6884	0	6884	0.07

4. Approval of the re-appointment of Mr. Arup Kumar Banerjee (DIN 00336225) to the office of Vice Chairman and Managing Director for a period of three years (Special Resolution).

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	65.00	6088680	0	6088680	65.00	0	0	0	0.00
Public -Institution	119850	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	3158581	30540	0	30540	0.33	25497	0	25497	0.27	5043	0	5043	0.05
TOTAL	9367111	6119220	0	6119220	65.33	6114177	0	6114177	65.27	5043	0	5043	0.05

5. Approval to the addition of a new object clause in the Memorandum of Articles of the Company (Special Resolution).

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	65.00	6088680	0	6088680	65.00	0	0	0	0.00
Public -Institution	119850	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00
Public-Non Institution	3158581	30533	0	30533	0.33	29210	0	29210	0.31	1323	0	1323	0.01
TOTAL	9367111	6119213	0	6119213	65.33	6117890	0	6117890	65.31	1323	0	1323	0.01

All the Resolutions for consideration at the 38th AGM in respect of the items set out in the Notice dated 10th July, 2020, have been passed by the Members by requisite majority through remote e-voting and e-voting during the AGM.

CONSOLIDATED REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies
(Management and Administration) Rules, 2014)

To
The Chairman,
IFB Agro Industries Limited held
Plot No-Ind-5, Sector-1,
East Calcutta Township
Kolkata - 700 107

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 38th Annual General Meeting of IFB Agro Industries Limited held on Friday, September 4, 2020 at 12.45 p.m. through video conferencing ("VC")/other audio visual means ("OAVM").

I, S. K. Patnaik, Partner of Patnaik & Patnaik, Practicing Company Secretaries, has been appointed as the Scrutinizer by the Board of Directors of IFB Agro Industries Limited ("the Company") for the purpose of scrutinizing the voting process, i.e., remote e-voting and e-voting at the Annual General Meeting ("AGM") on the resolutions contained in the notice dated July 10, 2020 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020 respectively, issued by Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars"), calling the 38th AGM of its Equity Shareholders through VC/OAVM. The AGM was convened on Friday, September 4, 2020 at 12.45 p.m. IST through VC/OAVM.

The said appointment as scrutinizer is under the provisions of section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the scrutinizer, I have to scrutinize:

- a) Process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting") and
- b) Process of e-voting at the AGM through electronic voting system ("e-voting")

The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice convening the 38th AGM of the Company is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process both through remote e-voting and e-voting at the AGM are conducted in a fair and transparent manner and render a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman on the resolutions.



The notice dated July 10, 2020, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories in compliance with the MCA Circulars and SEBI Circular dated May 12, 2020.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the shareholders of the Company.

The voting period for remote e-voting commenced on Tuesday, September 1, 2020 (9:00 a.m. IST) and ended on Thursday, September 3, 2020 (5:00 p.m. IST) and the NSDL e-voting platform was blocked thereafter.

The requisite advertisement pursuant to the MCA Circular No. 20/2020 dated 5th May, 2020, was published on August 8, 2020 in the "Business Standard" (in English language) and in "AajKaal" (in Bengali language), both having electronic editions.

The requisite advertisement pursuant to the Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 and the MCA Circular No. 17/2020 dated 13th April, 2020, was published on August 18, 2020 in the "Business Standard" (in English language) and in "AajKaal" (in Bengali language), both having electronic editions.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.

After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by NSDL at the AGM.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, August 28, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>) in the presence of two witnesses who were not in the employment of the Company.

The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.

Based on the data downloaded from NSDL e-voting system, the consolidated results of the remote e-voting and e-voting at the AGM are as under:



Ordinary Business

(a) Resolution No. 1:

To receive, consider and adopt:

i) The Audited Financial Statements of the Company for the financial year ended 31 March, 2020, together with the Reports of the Board of Directors ("the Board") and Auditors thereon; and

ii) The Audited Consolidated Financial Statements of the Company for the year ended March 31, 2020 together with the Report of the Auditors thereon.

(Ordinary Resolution)

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	81	6114780	99.93
E-voting at AGM conducted through VC/OAVM	5	4420	0.07
Total	86	6119200	100

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1	18	0
E-voting at AGM conducted through VC/OAVM	2	2	0
Total	3	20	0

(iii) Invalid votes:

Type of Voting	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote e-voting	0	0
E-voting at AGM conducted through VC/OAVM	0	0
Total	0	0



(b) Resolution No. 2:

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

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	79	6109955	99.85
E-voting at AGM conducted through VC/OAVM	6	4222	0.07
Total	85	6114177	99.92

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	3	4843	0.08
E-voting at AGM conducted through VC/OAVM	1	200	0
Total	4	5043	0.08

(iii) Invalid votes:

Type of Voting	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote e-voting	0	0
E-voting at AGM conducted through VC/OAVM	0	0
Total	0	0

Special Business

(c) Resolution No. 3:

Waiver of excess managerial remuneration paid to Mr. Arup Kumar Banerjee, Vice Chairman and Managing Director of the Company, during the period April 1, 2019 to March 31, 2020 (Special Resolution).



(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	71	6108115	99.82
E-voting at AGM conducted through VC/OAVM	5	4221	0.07
Total	76	6112336	99.89

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	11	6683	0.11
E-voting at AGM conducted through VC/OAVM	2	201	0
Total	13	6884	0.11

(iii) Invalid votes:

Type of Voting	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote e-voting	0	0
E-voting at AGM conducted through VC/OAVM	0	0
Total	0	0

(d) Resolution No. 4:

Re-appointment of Mr. Arup Kumar Banerjee, as Vice Chairman and Managing Director of the Company for a further period of 3 (three) years with effect from 30th July, 2020 (Special Resolution).

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	79	6109955	99.85
E-voting at AGM conducted through VC/OAVM	6	4222	0.07
Total	85	6114177	99.92



(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	3	4843	0.08
E-voting at AGM conducted through VC/OAVM	1	200	0
Total	4	5043	0.08

(iii) Invalid votes:

Type of Voting	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote e-voting	0	0
E-voting at AGM conducted through VC/OAVM	0	0
Total	0	0

(e) Resolution No. 5:

Approve the addition of a new object clause in the Memorandum of Association of the Company (Special Resolution).

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	76	6113468	99.90
E-voting at AGM conducted through VC/OAVM	7	4422	0.08
Total	83	6117890	99.98

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	5	1323	0.02
E-voting at AGM conducted through VC/OAVM	0	0	0
Total	5	1323	0.02



(iii) Invalid votes:

Type of Voting	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote e-voting	0	0
E-voting at AGM conducted through VC/OAVM	0	0
Total	0	0

Thanking You,

Yours faithfully,
For Patnaik & Patnaik
Company Secretaries



S. K. Patnaik
Partner
FCS No.:5699
C.P. No.:7117

UDIN: F005699B000667723

Place: Kolkata
Date: September 5, 2020

