

NEIL INDUSTRIES LIMITED

32nd ANNUAL REPORT 2014-2015

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MANAGING DIRECTOR'S MESSAGE

Dear Shareholders,

I am pleased to share with you the performance of your Company and present the Annual Report for the financial year 2014-15. India has now entered a revolutionary phase and is standing shoulder to shoulder with the global giants, simultaneously; there are abundant and unending growth opportunities in the domestic market and finance sector with the Change in the Government policies and liberalization in certain key elements of Business. The growth rate of Indian economy is increasing rapidly to make it an all strong economy globally. The outlook for the economy and financial sectors has turned distinctly positive. There are amazing opportunities for your Company. With economic activity picking up, it seems good times are ahead.

However, good times do not eliminate the risk of complacency and grave errors. A finance company in the business of lending has to be built on robust fundamentals to make the most of opportunities. Our track record has been built on solid growth i.e. a growth with an uncompromising emphasis on asset quality and regulatory compliance. Therefore, we believe that we measure up to make the most out of the amazing opportunities that lie ahead.

The steps taken by the new government has helped in reviving investment and consumption demand, and is encouraging NBFCs to aim for higher growth in their chosen areas. Interest rates in the economy remain steady at around 7.5 percent. The new government has till now targeted inflation minimization on a priority basis. This should allow interest rates to start softening in the later part of this fiscal. This should help grow loan demand and reduce asset quality risks. Improved liquidity conditions should reduce borrowing costs and improve availability of funds for NBFCs. Growth prospects for the NBFC sector and your Company appears much brighter in the days ahead. Your Company is adequately positioned to seize these opportunities.

The theme of this Annual Report is Measuring Up and I would like to believe that we have 'measured up' to your expectations in terms of robust fundamentals and solid growth. Your Company is well- capitalized, has put in place adequate risk management processes and has a wide distribution network to make the most of future growth opportunities. Finally, I would like to express my gratitude to the shareholders, customers, regulatory bodies, bankers and employees for the continued support you have given to your Company.

Sincerely

With warm regards,

Yours sincerely,

SD/-
(Arvind Kumar Mittal)
Managing Director
DIN:02010445

BOARD OF DIRECTORS

Mr. Arvind Kumar Mittal	Managing Director
Mr. Rajesh Bajpai	Non- Executive Independent Director
Mr. Vivek Awasthi	Non- Executive Independent Director
Mrs. Pinki Yadav	Non- Executive Independent Director

CHIEF FINANCIAL OFFICER

Mr. Chandra Kant Dwivedi

AUDITOR

R K Patodi & Company,
2 Church Lane 4th floor,
Kolkata-700001,

C.S & COMPLIANCE OFFICER

Mr. Vaibhav Agnihotri

BANKER

UNION BANK OF INDIA
Birhana Road, Kanpur-208001

YES BANK
Civil Lines, Kanpur-208001

REGISTERED OFFICE

88B (Ground Floor),
Lake View Road,
Kolkata-700029
West Bengal

CORPORATE OFFICE*

7/108A, 2nd Floor,
Swaroop Nagar,
Kanpur-208002

CIN: L51109WB1983PLC036091

REGISTRAR AND SHARE TRANSFER AGENT

M/S Skyline Financial Services Private Limited
D-153-A, 1st floor, Okhala Industrial Area,
Phase I, New Delhi- 110020
Email: admin@skylinerta.com

E-MAIL I.D. & CONTACT NO. FOR INVESTORS

E- Mail ID: neilil@rediffmail.com
Contact No. : 0512- 6500985
Web: www.neil.co.in

* The Corporate office of the Company has been shifted w.e.f from 15th June 2015 from 7/108A, Swaroop Nagar, Kanpur-208002 to 14/113, Civil Lines, 402-403, Kan Chambers, Kanpur-208001.

MANAGEMENT DISCUSSION & ANALYSIS

ECONOMIC CONDITION

The Indian economy began on a very positive & trustworthy note in FY 2014-15. The general elections in our Country were held in May 2014, through which Mr. Narendra Modi was elected as the Prime Minister of the Country and thereby the Country expected a boost in the economy of the Country. In addition to this decline in the prices of Crude and a fall in the global prices resulted in the Cheerful mood for the investors. As per the Economic Survey, the economy which grew at 5.1% in FY 2012-13 and 6.9% in FY 2013-14 [Gross Domestic Product (GDP) at constant market prices; base year FY 2011-12] was projected to touch 7.4% in FY 2014-15. This will augment per capita income at constant prices by 6.1% during FY 2014-15 as compared to a rise of 5.4% in FY 2013-14, and translate into greater disposable incomes. Looking ahead, the Economic Survey 2014-15 suggested that in Fiscal 2016, GDP could grow at anywhere between 8% and 8.5% during FY 2015-16.

BUSINESS OVERVIEW

The Company continues to believe in the potential of Indian financial Market and rising income level. We believe that there are ample opportunities which are required to be unbound for growth and also prepare ourselves to meet all the future challenges.

PERFORMANCE

During the financial year 2014-15 Company earned profit of 56.89 (Rs in '00000) as compared to last financial year s' profit of 46.20 (Rs in '00000). There is a marginal change in the profit due to the reduction in expenses of the Company when compared with previous year however the Management is sure about the improvements in the near future.

OUTLOOK

Company offers a competitive financial products and services. We are focusing on customer relation to have a better understanding of the economic scene. The position of the company is stable and progressive. This strategic approach will enable the Company to deliver increasingly stable returns for its stakeholders, irrespective of monetary cycles.

RISK AND CONCERNS

In the financial services sector, it becomes imperative to ensure that profitability does not come at the cost of asset quality. The Company has put in place adequate risk identification, risk management and mitigation processes to keep any such trade-off at bay. The Company has built sound systems and processes for both its verticals i.e. MSME and Wholesale Lending, to take care of the respective risks associated with them. It is also constantly gauging the external conditions, and government policies to ensure that the business is one step ahead of the industry and monetary cycles, thereby insulating the Company from downtrends and enabling it to ride uptrends.

INTERNAL CONTROL SYSTEM

The Company has employed appropriate internal control system comprises of various monitoring techniques. Audit committee of the Company oversees the internal audit function and the internal control system. All Applicable laws and regulation are strictly complied with.

HUMAN RESOURCE CAPITAL

Company is committed in sharing value with its employees and deals them as partners of the Company. We employ best talent and train them to meet all challenges so that growth is organic

and contributed by everyone. The Company believes that its success depends on the high level of skills and professionalism of its people and makes continuous endeavor to improve their efficiency through training and reward programs. The focus during last year was primarily on implementing sustainable leadership and succession planning strategies for building a collaborative work culture.

DISCLAIMER

The statements and projections made in this report may vary depending on the economic conditions, government policies, and other factors beyond the control of the Company. Company is not under any obligation to amend, modify or revise any statement.

REPORT ON CORPORATE GOVERNANCE

Sustained strong performance by any company is directly linked to an organization's philosophy and levels of Corporate Governance. Keeping this important reality in view, your Company has always placed major thrust on managing its affairs with diligence, transparency, responsibility and accountability. Corporate Governance has been an integral part of our Company in the way we have been doing our business since inception. We believe that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics. These main drivers, together with the Company's ongoing contributions to the local communities through meaningful "Corporate Social Responsibility" initiatives will play a pivotal role in fulfilling our renewed vision to be the most sustainable and competitive company in our industry and our mission to create value for all our stakeholders. The Company places great emphasis on values such as empowerment and integrity of its employees, safety of the employees & communities surrounding our plants, transparency in decision making process, fair & ethical dealings with all, pollution free clean environment and last but not the least, accountability to all the stakeholders.

The Company has complied with the requirements of Corporate Governance as laid down under the applicable Clause 49 of the Listing Agreements with the Stock Exchanges.

1. BOARD OF DIRECTORS

The Board of the Company comprises of Five Directors having four Directors as Non-executive independent Directors, one Director as Executive Promoter Director as follows:

SL NO.	NAME	DESIGNATION
1.	Mr. Arvind Kumar Mittal	Managing Director
2.	Mr. Rajesh Bajpai	Non-Executive Director
3	Mr. Chandra Kant Dwivedi*	Non-Executive Director
4.	Mr. Vivek Awasthi	Non-Executive Director
5.	Mrs. Pinki Yadav	Additional Director

*Mr. Chandra Kant Dwivedi ceases as a Director of the Company as on 31st March 2015.

NUMBER OF BOARD MEETINGS:

During the year the Board met 10 times on 22/04/2014, 29/05/2014, 11/08/2013, 22/09/2014, 14/10/2014, 20/10/2014, 14/01/2015, 09/02/2015, 10/03/2015, 31/03/2015 and the maximum gap between two board meetings was not more than 120 days.

DIRECTORS ATTENDANCE RECORD & DIRECTORSHIP HELD

The Composition and category of the Directors on the Board, and their attendance at the Board meetings during the year and at the last Annual General Meeting as also number of Directorship and Committee Membership/Chairmanship as on 31st March, 2015 are as follows:

Name of Director	Category of Directorship	No. of Board Meeting held	No. of Board Meeting attended	Last AGM Attended	Other Directorship	Other Committees
Mr. Arvind Kumar Mittal	Executive Director	10	10	Yes	Nil	Chairman of shareholders /investors Grievance committee, Member Audit, Risk Management & Remuneration committee*
Mr. Rajesh Bajpai	Non-Executive Director	10	09	Yes	Nil	Chairman of Remuneration committee, Member Audit & shareholders /investors Grievance committee**
Mr. Chandra Kant Dwivedi	Non-Executive Director	10	07	Yes	Nil	Chairman of Audit & Risk Management committee, Member Remuneration & shareholders /investors Grievance committee***
Mrs. Pinki Yadav	Non-Executive Director	10	05	No	Nil	****
Mr.Vivek Awathi	Non-Executive Director	10	05	No	Nil	Member of Risk & Management Committee*****

*Mr. Arvind Kumar Mittal ceased to be the Chairman of Shareholder/Investor Grievance Committee and member of the Nomination and Remuneration Committee as a Result of becoming the Executive Director of the Company & thereby was appointed the Chairman of the Risk & Management Committee.

**Mr.Rajesh Bajpai ceased to be the member of Audit Committee, Shareholder/Investor grievance Committee and as a chairman of Remuneration Committee on 15th June, 2015.

***Mr.Chandra Kant Dwivedi ceased to be Chairman of Audit Committee on 31st March, 2015 and as a member of Shareholder/Investor Grievance Committee ,Remuneration Committee on 15thJune,2015.

****Mrs.Pinki Yadav appointed as a member of Audit Committee on 6th April,2015, as member of Shareholder/Investor Grievance Committee and Nomination and Remuneration Committee on 15th June,2015 and Member of the Risk & Mangament Committee.

****Mr.Vivek Awasthi appointed as the Chairman of Audit Committee on 6th,April,2015 as well as Chairman of Nomination & Remuneration Committee and Shareholder's Investor Grievance Committee on 15thJune,2015.

DISCLOUSERS REGARDING APPOINTMENT/RE-APPOINTMENT

As per Section 161 of Companies Act 2013 two third of the Directors should retire by rotation. One third of these Directors are required to retire every year and if eligible they can offer themselves for reappointment. Accordingly Shri Arvind Kumar Mittal, Director, is liable to retire by rotation and offers himself for reappointment subject to approval of members in general meeting. In addition to this, Mr. Chandra Kant Dwivedi is proposed to be appointed as the Non - Executive Non Independent Director of the Company in the ensuing Annual General Meeting of the Company.

2. COMMITTEE OF THE BOARD

The Company has properly constituted the committee as required under the Listing Agreement at its Board Meeting held on 22 April 2014.

AUDIT COMMITTEE

The Composition of Audit Committee is as mentioned herein below:

Sl No.	Name	Designated position in the committee	No. of Meetings held	No. of Meetings attended
1.	Chandrkant Dwivedi	Chairman*	4	4
2.	Arvind Kumar Mittal	Member	4	4
3.	Rajesh Bajpai	Member**	4	4

*Ceased to be Chairman and replaced by Vivek Awasthi on 6th, April,2015.

**Ceased to be Member and replaced by Pinki Yadav.

NOMINATION AND REMUNARATION COMMITTEE

The composition of remuneration committee is as follows:

SL No.	Name	Designated position in the committee	No. of Meetings held	No. of Meetings attended
1.	Rajesh Bajpai	Chairman*	2	2
2.	Arvind Kumar Mittal	Member**	2	2
3.	Chandra Kant Dwivedi	Member***	2	2

* Ceased to be Chairman and replaced by Vivek Awasthi on 15th June 2015.

** Ceased to be Member and replaced by Rajesh Bajpai on 15th June 2015.

*** Ceased to be Member and replaced by Pinki Yadav on 15th June 2015.

SHAREHOLDER/INVESTOR'S GRIEVANCE COMMITTEE

The Composition of shareholder/investor's grievance committee is as follows:

Sl No.	Name	Designated position in the committee	No. of Meetings held	No. of Meetings attended
1.	Arvind Kumar Mittal	Chairman*	2	2
2.	Rajesh Bajpai	Member**	2	2
3.	Chandra Kant Dwivedi	Member***	2	2

* Ceased to be Chairman and replaced by Vivek Awasthi .

** Ceased to be Member and replaced by Arvind Kumar Mittal.

***Ceased to be Member and replaced by Pinki Yadav.

No. of Shareholder Complaints received so far	Nil
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RISK AND MANAGEMENT COMMITTEE

The composition of remuneration committee is as follows:

SL No.	Name	Designated position in the committee
1.	Chandra Kant Dwivedi	Chairman*
2.	Arvind Kumar Mittal	Member**
3.	Vivek Awasthi	Member***

*C.K. Dwivedi Ceased to be the Chairman & was replaced by Arvind Kumar Mittal.

**Arvind Kumar Mittal was replaced by C.K Dwivedi.

***Vivek Awasthi was replaced by Pinki Yadav.

2. DETAILS OF REMUNERATION TO THE DIRECTORS

SL NO	Name and designation	Salary(per month)	Other Benefits	Total
1.	Arvind Kumar Mittal (Managing Director)	50,000	Travelling allowance	6 lacs P.a
2.	Rajesh Bajpai (Director)	nil	nil	nil
3.	Chandra Kant Dwivedi (Director)	nil	nil	nil
4.	Vivek Awasthi (Director)	nil	nil	nil
5.	Pinki Yadav (Director)	nil	nil	nil

3. GENERAL BODY MEETING

Details regarding the last three Annual General Meetings are as follows:

Financial year	Date of Meeting	Venue of Meeting	Timing of Meeting
2011-12	28/09/2012	203 Sarat Bose Road Third floor near Deshpriya Park Kolkata-700029	11:00 A.M.
2012-13	30/09/2013	203 Sarat Bose Road Third floor near Deshpriya Park Kolkata-700029	11:00 A.M.
2013-14	30/09/2014	203 Sarat Bose Road Third floor near Deshpriya Park Kolkata-700029	11:00 A.M.

DETAILS OF SPECIAL RESOLUTION IN THE LAST THREE AGM

Company has pursuant to the provisions of Section 88 read along with section 94(1) and other applicable provisions of the Companies Act, 2013 and Rule 3 of the Company (Management and Administration) Rules, 2014 passed a Special Resolution for keeping the Registers & Returns at a place other than the Registered Office of the Company on 30/09/2014.

DETAILS OF SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT PROCESS

The Board of Directors of Company at its meeting held on 22nd September, 2014 at 11:00 AM at its Corporate Office 16/19A, Civil Lines Kanpur-208001; decide to pass following resolutions by Postal Ballot on following matters-

- To increase Borrowing Limits of the Company.
- Creation of Charge/Mortgage on assets of the Company.
- For Providing /Taking Loan/Guarantee/Security and investments by the Company.
- To adopt new Articles of Association of the Company.
- Alteration in the Main Object clause.

4. DISCLOSURES

The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement.

5. MEANS OF COMMUNICATATION

The Company has timely published its quarterly results in the newspapers.

6. GENERAL SHARE HOLDER INFORMATION

I. Annual General Meeting : Date: 18th September 2015
Time : 10:30 A.M
Venue: 88B. (Ground Floor),
Lake View Road, Kolkata-700029

II. Financial Year : 01/04/2014- 31/03/2015

III. Date of book closure : 11/09/2015- 18/09/2015

IV. Dividend payment date : N/A

The Directors of the company are of the opinion not to declare dividend for the financial year.

V. Listing on Stock Exchange: BSE Limited, Mumbai
CSE Limited, Kolkata
U.P. Stock Exchange Limited, Kanpur

VI. Stock Code : 10024062(CSE)
539061 (BSE)
N00033 (UPSE)

VII. Market Price : The Company got the listing approval on 05th February 2015 & was allowed to commence the trading of Equity shares from March 20th 2015. The date wise High low and volume of the shares of the Company from 20th March till 31st March 2015 is mentioned below:

Date	High	Low	Volume
20/03/2015	58.99	58.99	0
23/03/2015	58.99	58.99	0
24/03/2015	58.99	58.99	0
25/03/2015	58.99	58.99	0
26/03/2015	58.99	58.99	0
27/03/2015	58.99	58.99	0
30/03/2015	58.99	58.99	0
31/03/2015	58.99	58.99	0

VIII. Registrar and Transfer Agent: M/S Skyline Financial Services Private Limited
D-153-A, 1st floor, Okhala Industrial Area,
Phase I, New Delhi- 110020

IX. Share Transfer System: The Company has provided a common agency regarding the Share Registration and Transfer by our Registrar and Transfer Agent i.e M/S Skyline Financial Services Private Limited, New Delhi within a period of 15 days from the date of receiving, subject to the validity and completeness of documents in all respect.

X. Distribution of shareholding:

Shareholding pattern of the Company as on 31st March 2015

Category	No. of Shares	Percentage of Holding
Govt(Central & States)	0	0
Govt Companies	0	0
Public financial institution	0	0
Nationalized/Other Institutions/Bank	0	0
Mutual Funds	0	0
Venture Capital	0	0
Foreign Holding	0	0
Bodies Corporate	79215	0.41
Directors/Relative	368000	1.88
Others	19105985	97.71
TOTAL	19553200	100

Distribution of Shareholding:

CATEGORY		SHAREHOLDERS	
FROM	TO	NUMBER	PERCENTAGE
Up to	500	59	9.93
501	1000	00	0.00
1001	2000	07	1.18
2001	3000	03	0.51
3001	4000	17	2.86
4001	5000	31	5.22
5001	10000	99	16.67
10001	and Above	378	63.64
TOTAL		594	100

XI Dematerialization of Shares and Liquidity:
99.52% of the shares of Company are in dematerialized form.

XII Address for correspondence:
14/113, Civil Lines, 402-403, Kan Chambers, Kanpur- 208001

XIII CEO/CFO Certification:

In terms of the requirements of Clause 49(V) of the Listing Agreement, the CEO have submitted necessary certificate to the Board at its meeting held on 30/05/2015 stating the particulars specified under the said clause.

7. CORPORATE SOCIAL RESPONSIBILITY

The Company is indulging into various initiatives in order to facilitate the growth of the weaker sections of the Society. It is also planning for taking an initiative for implementation of "Green Initiative" in the corporate governance for allowing paperless compliances as per the circular issued by the Ministry of Corporate affairs and to facilitate its member by providing all the information relating to notices of Shareholder Meetings, Annual Report of the Company by e-mail. The Company is also planning to take initiative on promoting social welfare in near future. In addition to this various efforts are being taken in order to help the differently-abled person of the Society.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of Neil Industries Limited will be held on Friday, the 18th day of September 2015 at 10:30 A.M. at the Registered Office of the Company at 88B, (Ground Floor), Lake View Road, Kolkata -700029, to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the year ended March 31st, 2015 the report of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Shri **ARVIND KUMAR MITTAL** (DIN: 02010445) who retires by rotation and is eligible for re appointment.
3. To Appoint the Statutory Auditors of the Company and fix their remuneration and 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 Sections 139, 140 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s Ranjit Jain & Company. Chartered Accountants (Firm Registration No. 322505E) be and are hereby appointed as Statutory Auditors of the Company in place of the existing auditors M/s R.K Patodi & Company. Chartered Accountants (Firm Registration No. 305091E), whose term is liable for ratification at this Annual General Meeting and from whom a resignation letter has been received by the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 37th Annual General Meeting of the Company to be held in the year 2020 (subject to ratification of their appointment at every AGM), at such remuneration as may be fixed by the Board of Directors of the Company based on recommendation of Audit Committee plus service tax, out-of-pocket, travelling and living expenses, etc."

"RESOLVED FURTHER THAT Mr. Arvind Kumar Mittal, Managing Director and Mr. Vaibhav Agnihotri, Company Secretary of the Company be and is hereby responsible to do all such acts and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

SPECIAL BUSINESS:

- 4. 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 149, 150 152, 160, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Companies Act, 2013, Mrs. Pinki Yadav (Din: 06995315) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. October 14th, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mrs. Pinki Yadav for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Director of the Company for a term up to

five consecutive years commencing from 18th September, 2015 or the date of the 37th Annual General Meeting, whichever is earlier.”

“RESOLVED FURTHER THAT Mr. Arvind Kumar Mittal, Managing Director and Mr. Vaibhav Agnihotri, Company Secretary of the Company be and are hereby responsible to do all such acts and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

5. 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 149, 152, 161 and any other applicable provisions of the Companies Act, 2013, recommendations of the Nomination and Remuneration Committee and any rules made thereunder read with Companies (Appointment and Qualifications of Directors), 2014 , Mr. Chandra Kant Dwivedi (DIN:06396144) in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Chandra Kant Dwivedi for the office of the Director of the Company, be and is hereby elected and appointed as a Non-Executive Non-Independent Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation.”

“RESOLVED FURTHER THAT Mr. Arvind Kumar Mittal, Managing Director and Mr. Vaibhav Agnihotri, Company Secretary of the Company be and are hereby responsible to do all such acts and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

6. To consider and if thought fit, to pass, with or without modification/s, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections , 197(1), and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act, and other applicable provisions of other Sections of the Companies Act, consent of the members of the Company be and is hereby accorded for payment to Mr. Arvind Kumar Mittal of a monthly remuneration of Rs. 50,000 (Fifty thousand only) per month all inclusive.

RESOLVED FURTHER THAT the Board of Directors (on the recommendations of the Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the appointment of the Managing Director in such manner as may be permissible in accordance with the provisions of the Companies Act, 2013 and Schedule V as may be agreed to by and between the Board of Directors and Mr. Arvind Kumar Mittal, without any further reference to the shareholders in general meeting .

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits during the tenure of service of Mr. Arvind Kumar Mittal as Managing Director of the Company, the payment of salary, shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Arvind Kumar Mittal as the Managing Director shall apart from his salary be entitled to travelling allowance as per the rules prescribed by the Company in this regard.

RESOLVED FURTHER THAT as the Managing Director of the Company, Mr. Arvind Kumar Mittal shall, subject to the supervision, control and directions of the Board of Directors of the Company, exercise substantial powers of management and manage the business and affairs of the Company.”

RESOLVED FURTHER THAT Mr. Vaibhav Agnihotri, Company Secretary of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this aforesaid resolution

Date: 15th July 2015
Place: Kanpur

By the order of Board
For Neil Industries Limited

Sd/-
(Vaibhav Agnihotri)
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The Proxy Form should be lodged with the Company at the Registered Office at least 48 hours before the time of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from Friday **September 11th to September 18th 2015** (both days inclusive) for the purpose of AGM.
5. Shareholders are requested to promptly notify any changes in their address to the Company's Registrar and Share Transfer Agents, Skyline Financial Services Private Limited.
6. Members who have not registered their e-mail id addresses so far are requested to register their e-mail address in case of physical holding with the Company and in case of demat holding with the Depository Participant.
7. Electronic copy of the notice of the 32nd Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the attendance slip and proxy form is being sent to all the members whose e-mail address are registered with the Company/Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the notice of the 32nd Annual General Meeting of the Company *inter alia* indicating the e-voting

procedure along with the attendance slip and proxy form is being sent in the permitted mode.

8. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of the 32nd Annual General Meeting of the Company.
9. Members are requested to bring their copy of Annual Report to the Meeting.
10. Members desirous of obtaining any information concerning accounts of the Company are requested to address their questions to the Company Secretary, so as to reach at least 7 days before the date of meeting, to enable the information required to be made available at the Meeting, to the extent possible.
11. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat / electronic form, the nomination form may be filed with the respective Depository Participant.
12. Corporate Members are requested to send to the Company, a duly certified copy of the Board resolution/Power of Attorney, authorising their representatives to attend and vote at the Annual General Meeting.
13. In case a Member receives physical copy the Notice of the 32nd AGM [for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting Physical Copy.

(i) Please follow Sl. No. (i) to Sl. No. (xi) above, to cast vote.

14. **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- (i) The Notice of the 32nd AGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. An attendance slip E Voting number (EVEN) shall be mentioned.
- (ii) NSDL shall also be sending the User-ID and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s).
- (iii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
- (iv) Click on Shareholder – Login
- (v) Put user ID and password as initial password noted in step (ii) above. Click Login.
- (vi) Password change menu appears. Change the password 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.

- (vii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (viii) Select "EVEN" of Neil Industries Limited.
 - (ix) Now you are ready for e-Voting as Cast Vote page opens
 - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote
 - (xiii) 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 with a copy marked to evoting@nsdl.co.in.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- IV. 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).
- V. The e-voting period commences on **15th September, 2015 (09:00 am) and ends on 17th September, 2015 (05:00 pm)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **14th August 2015** may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date **14th August, 2015**.
- VII. A copy of this notice has been placed on the web site of the Company and website of NSDL. Mr. Anurag Fatehpuria Practicing Company Secretary, (Certificate of Practice no 12855) has been appointed as scrutinizer to scrutinize the e voting process in a fair and transparent manner.
- VIII. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 14th, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- IX. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- X. The Results shall be declared on or after the 31st Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.neil.co.in** and on the website of NSDL within two(2) days of passing of the resolutions at the 32nd Annual General Meeting of the Company on **18th September, 2015** and communicated to the BSE and CSE Limited.

Statement pursuant to Section 102 (1) of the Companies Act, 2013

ITEM NO. 4:

The Board of Directors of the Company had appointed Mrs. Pinki Yadav (Din: 06995315) as an Additional Director w.e.f October 14, 2014 pursuant to Section 160 of the Companies Act, 1956. Further, Mrs. Pinki Yadav Had to hold office upto conclusion of this Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mrs. Pinki Yadav for the office of Independent Director, to be appointed as such under the provisions of Section 149 and other applicable provisions of the Companies Act, 2013.

The Company has received a declaration from Mrs. Pinki Yadav in writing to the effect that she meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mrs. Pinki Yadav as an Independent Director of the Company for a period of five years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and he shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Pinki Yadav, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management. Accordingly Board of Directors recommends the passing of the Ordinary Resolution as set out in the **Item no. 4** of the Notice.

No Director, Key Managerial personnel or their relatives, except Mrs. Pinki Yadav, to whom the resolution relates, is interested or concerned in the resolution.

ITEM NO. 5

Mr. Chandra Kant Dwivedi (DIN: 06396144) is presently serving the Company in the Capacity of the Chief Financial Officer. The Board of Directors of the Company in pursuance of section 149, 150 and 152, read with Companies (Appointment and Qualifications of Directors), 2014 and any other applicable provisions of the Companies Act, 2013 recommend him to be appointed as the Non Executive Non Independent Director of the Company who is subject to retire by rotation under the provisions of the Companies Act, 2013.

The Company has received from Chandra Kant Dwivedi (DIN: 06396144) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013,

The Company has received Notice in writing from a member along with deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Chandra Kant Dwivedi (DIN: 06396144) for the office of Director of the Company.

The resolution seeks the approval of members for the appointment of Chandra Kant Dwivedi (DIN: 06396144) as Non Executive Non Independent Director of the Company.

The Board considers that his continued association as a Director would be of immense benefit to the Company and it is desirable to continue to avail the services of Chandra Kant Dwivedi (DIN: 06396144) as a Non Executive Non Independent Director.

No director, key managerial personnel or their relatives, except Chandra Kant Dwivedi (DIN: 06396144), to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution set forth in **Item no. 5** for the approval of the member.

ITEM NO. 6

Section 197(1) provides that except with the approval of the Company in General Meeting, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent. of the net profits of the company and if there is more than one such director remuneration shall not exceed ten per cent of the net profits to all such directors. Mr. Arvind Kumar Mittal is the managing Director of the Company whose remuneration was fixed to Rs. 50,000 per Month at the Board Meeting held on 14th October 2014 which is beyond the Limit of 5 percent of the net profits of the Company. Section 197(1) of the Companies Act 2013 provides that in order to provide for the salary of the Managing Director over the above mentioned limit, approval of members is required.

Therefore the resolution seeks approval of members for payment of remuneration to Mr. Arvind Kumar Mittal over the Limit of 5 percent of the net profits of the Company.

No director, key managerial personnel or their relatives, except Mr. Arvind Kumar Mittal (DIN: 02010445), to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in **Item no. 6** for the approval of the members.

Date: 15th July 2015
Place: Kanpur

By the order of Board
For Neil Industries Limited

SD/-
(Vaibhav Agnihotri)
Company Secretary

ANNEXURE TO THE NOTICE:

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE:

ITEM No. 2:

Mr. Arvind Kumar Mittal is the Managing Director of the Company and therefore is not subject to retirement by rotation. However now Mr. Arvind Kumar Mittal will be subject to retirement by rotation due to the provisions of Section 149 &, 152 of the Companies Act, 2013, wherein it is provided that Independent Directors are not subject to retirement by rotation. All Directors in the Board of Directors of the Company are Independent Directors except Mr. Mittal who is the Managing Director of the Company. Since none of the Independent Directors are subject to retire by rotation, Mr. Mittal will retire by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible has offered himself for re-appointment. As per the clarification issued by the Department of Company affairs (Int. Circular No. 3 (No.8/16(1)/61-PR, Dated 9th May 1961), Managing Director's office does not suffer any break if he retires as a director under Section 255 of the Companies Act, 1956 and is re-elected as director in the same meeting.

REGULARISATION OF MRS. PINKI YADAV AS A NON EXECUTIVE INDEPENDENT DIRECTOR IN THE COMPANY:

For the details of Mrs. Pinki Yadav, please refer to the above Explanatory Statement in respect of the Special Business set out at Item Nos. 4 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

APPOINTMENT OF MR. CHANDRA KANT DWIVEDI AS THE NON EXECUTIVE NON INDEPENDENT DIRECTOR IN THE COMPANY:

For the details of Mr. Chandra Kant Dwivedi, please refer to the above Explanatory Statement in respect of the Special Business set out at Item Nos. 5 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT RELATING TO DIRECTOR'S SEEKING APPOINTMENT / RE- APPOINTMENT

Pinki Yadav

NAME	Pinki Yadav
FATHER'S NAME	Ram Pal Yadav
D.O.B.	15/10/1979
ADDRESS	15/137 Civil Lines Kanpur-208001 EMAIL-pinkiyadav050@gmail.com
QUALIFICATION	Intermediate

EXPERIENCE	Mrs. Pinki Yadav is an able administrator having 5 years of Experience in the field of administration and social welfare. She has been engaged in the Co. operative work with different social organizations.
OTHER DIRECTORSHIP	Nil
SHAREHOLDING IN THE COMPANY	Nil

CHANDRA KANT DWIVEDI

NAME	CHANDRA KANT DWIVEDI
FATHER'S NAME	Late Shri Ganesh Prasad Dwivedi
D.O.B.	15/06/1951
ADDRESS	117/815A, M Block, Kakadev, Kanpur-208001 EMAIL- chandrakantdwivedi51@gmail.com
QUALIFICATION	M.A. (Economics), L.L.B., L.T.
EXPERIENCE	Mr Dwivedi is an economist and has a rich experience of more than 38 years in the field of Economy, and education.
OTHER DIRECTORSHIP	Nil
SHAREHOLDING IN THE COMPANY	Nil

NEIL INDUSTRIES LIMITED

CIN: L51109WB1983PLC036091

R/O: 88B, (Ground Floor), Lake View Road, Kolkata-700029

Corporate Office: 14/113, Civil Lines, 402-403, Kan Chambers, Kanpur-208001

E Mail: neilil@rediffmail.com

Ph: Corp Office: 0512-2303325 **WEB:** www.neil.co.in

ATTENDANCE SLIP

(To be presented at the entrance)

Reg. Folio No:

No. of Shares held:

I certify that I am a member/proxy of the Company.

I hereby record my presence at the Annual General Meeting of the Company to be held at its Registered Office, 88B,(Ground Floor), Lake View Road, Kolkata-700029(West Bengal) on Friday, the 18th day of September 2015 at 10:30 A.M.

Member's/ Proxy name in BLOCK letters

Signature of Member/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting.

NEIL INDUSTRIES LIMITED

CIN: L51109WB1983PLC036091

R/O: 88B, (Ground Floor), Lake View Road, Kolkata-700029

Corporate Office: 14/113, Civil Lines, 402-403, Kan Chambers, Kanpur-208001

E Mail: neilil@rediffmail.com

Ph: Corp Office: 0512-2303325 **WEB:** www.neil.co.in

FORM NO. MGT 11

PROXY FORM

Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member

Registered address

E-mail Id:

Folio No/

DP ID- Client ID

I/We, being the member of _____ Shares of above mentioned company hereby appoint:

Name

Address

E-mail Id:

Signature

Or failing him / her

Name

Address

E-mail Id:

Signature

Or failing him / her

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 Annual General Meeting of the Company to be held on Friday, September 18th, 2015 at 10.30 A.M. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional <small>refer note 3 below</small>	
		For	Against
Ordinary Business			
1	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2015.		
2.	Reappoint Shri Arvind Kumar Mittal, (Din: 02010445) as Managing Director who retires by rotation.		
3.	Appointment of M/s Ranjit Jain & Co. (Firm Registration No. 322505E) as Statutory Auditors of the Company.		
Special Business			
4.	Appointment of Ms. Pinki Yadav as Independent Director of the Company.		
5.	Appointment of Mr. Chandra Kant Dwivedi as Non Executive Non Independent Director of the Company.		
6.	Payment of Remuneration to Mr. Arvind Kumar Mittal (Din:02010445) as Managing Director exceeding 5 percent of the net profits of the Company.		

Signed this day of 2015.

Signature of the Member

Signature of the Proxy Holder(s)

AFFIX REVENUE STAMP NOT LESS THAN Re 0.15

Note:-

1. 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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

DIRECTOR'S REPORT

Dear Shareholders,

Your Directors take pleasure in presenting the Annual Report together with Audited statement on the business and operations of the company for the year ended on 31st March, 2015.

FINANCIAL RESULTS:

	2014-2015	2013-2014
	(Rs.in ` 00000)	(Rs.in ` 00000)
Income	646.91	2144.35
Profit/ (Loss) before interest & dep.	92.03	79.59
Less:		
Interest	0.00	0.00
Depreciation and amortization	10.11	4.47
Profit / (Loss) Before Tax	81.92	75.12
Provision for Taxation	26.40	31.21
Deferred Tax	+1.37	02.29
Adjustment related to previous year	0.00	0.00
Net Profit	56.89	46.20

OPERATIONAL RESULTS:

The NBFC Sector in India Continued its Consistent growth parallel to India's economic Growth .During the financial year under review, Irrespective of dispersed risk retail lending the company has earned an income of Rs. 646.91 (in ` 00000) as compared to the previous year income of Rs. 2144.35 (in ` 00000) and earned a profit after tax of Rs. 56.89 (in ` 00000) as compared to the previous year profit of Rs. 46.20 (in ` 00000).

DIVIDEND:

In view to conserve the financial resources of the company for meeting financial requirements for future business projects it was decided by your director not to declare any dividend this year.

FIXED DEPOSIT:

Your company has not accepted any deposit prescribed U/s 73 of the companies Act 2013 during the financial year.

AUDITORS:

M/s Ranjit Jain & Company, (Firm Reg. No. 322505E) having its office at 135A, C.R. Avenue, 1st Floor, Room No. 9, Kolkata- 700007, West Bengal is being appointed as the statutory auditors of the Company in place of M/s R.K. Patodi & Company who have tendered their resignation, to hold office from the Conclusion of this Annual General Meeting till the Conclusion of the 37th Annual General Meeting subject to the ratification by the shareholders of the Company at every Annual General Meeting. The company has received a certificate that its appointment as Auditors, is within the limit as laid down u/s 139 of the companies Act, 2013.

CHANGE IN MANAGEMENT & TAKEOVER:

During the Financial Year there was no change in management and take over in the Company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director. The Internal Audit Department monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

RESPONSIBILITY STATEMENT OF THE BOARD OF DIRECTORS:

As stipulated in section 134(5) of Companies Act 2013, The Directors of the Company would like to state:

- 1) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under the review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

INDUSTRIAL RELATIONS:

During the period under review the relation between employee and Management remained cordial. All the problems of the employees were patiently heard by the Management and proper solutions pertaining to their problems were provided by the management.

DIRECTORS:

The Board of the company is duly constituted. None of the Directors are Disqualified u/s 164 of the companies Act, 2013. During the year Mr. Arvind Kumar Mittal was appointed as Managing Director in order to comply with the provisions of Section 203 of the Companies Act 2013. In addition to this, in order to comply with clause 49. (II) (A) (1) of Listing agreement and Section 149 of Companies. Act, 2013 Mrs. Pinki Yadav was appointed as an additional Director on the Board. Thereafter in order to comply with the provisions of Section 203 of the Companies Act 2013, Mr. Chandra Kant Dwivedi, gave his resignation from the Directorship of the Company and was appointed as the Chief Financial Officer of the Company.

All independent directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

In the ensuing Annual General Meeting Mr. Arvind Kumar Mittal though being the Managing Director of the Company will be subject to retirement by rotation due to the provisions of Section 149 & 152 of the Companies Act, 2013, wherein it is provided that Independent Directors are not subject to retirement by rotation. All Directors in the Board of Directors of the Company are Independent Directors except Mr. Mittal who is the Managing Director of the Company. Since none of the Independent Directors are subject to retire by rotation, Mr. Mittal will retire by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible has offered himself for re-appointment. As per the clarification issued by the Department of Company affairs (Int. Circular No. 3 (No.8/16(1)/61-PR, Dated 9th May 1961), Managing Director's office does not suffer any break if he retires as a director under Section 255 of the Companies Act, 1956 and is re-elected as director in the same meeting. In addition to this Mrs. Pinki Yadav is being regularized as the Non Executive Independent Director of the Company and Mr. Chandra Kant Dwivedi is being appointed as the Non Executive Non Independent Director of the Company.

AUDITORS REPORT:

The observation as per Auditors Report is self-explanatory and does not call any further clarification from directors.

CORPORATE GOVERNANCES:

As the company is required to comply with clause 49 of the Listing Agreement so the Corporate Governance Report confirming the compliance of conditions of corporate Governance forms part of the Annual Report.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board parallelly has carried out the annual performance evaluation of its performance, the Directors individually as well as the evaluation of the working of its Audit, Appointment and Remuneration Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board' functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

LISTING OF SHARES

The Company's shares are listed with the

1. BSE Ltd., P.J Towers, Dalal Street, Mumbai- 400001,
2. Calcutta Stock Exchange Ltd., 7, Lyons Range, Kolkata - 700001 and
3. Uttar Pradesh Stock Exchange Ltd., Padam Tower, 14/113, Civil Lines, Kanpur.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING OUTGO:

Your Company is not engaged in any manufacturing activity which is power intensive, it basically engaged in trading activities and use power saving devices by implementing the advanced and latest technology in carrying out its operational activities. There is a system of proper check and control in order to avoid unnecessary wastage of power and energy.

Foreign Exchange earnings and outgo is **NIL**.

NO. OF EMPLOYEES & DISCLOSURE REGARDING SECTION 197 OF THE COMPANIES ACT 2013:

There are a total of 6 employees registered in the Company's muster roll. The particulars as required to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are furnished as none of the employee is drawing remuneration of Rs.500000/- or more per month if employed for a part of the year or Rs.60,00,000/-if employed throughout the period.

BUSINESS RISK MANAGEMENT:

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Clause 49 of the listing agreement, the company has constituted a business risk management committee. The details of the committee and its terms of reference are set out in the corporate governance report forming part of the Boards report.

CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The code laid down by the Board is known as "code of conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website www.neil.co.in. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance on the expected behaviour from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

WHISTLE BLOWER POLICY:

In order to Comply with the provisions of Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 A Vigil Mechanism was framed by the Company through its Board of Directors which shall be headed by the Chairman of the Audit Committee who shall be known as the Vigilance Officer under the Whistle Blower Policy. The Policy is framed for its directors and employees to report concerns of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Code has been posted on the Company's Website i.e www.neil.co.in

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

RELATED PARTY TRANSACTIONS:

There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

SECRETARIAL AUDIT REPORT

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report. M/s. Rakesh Agrawal & Co., Company Secretaries in whole time Practice was appointed as the Secretarial Auditor of the Company who has given his Secretarial Audit report to the Company in the prescribed format. The Format is attached as "**Annexure A**" to this report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "**Annexure B**"

ACKNOWLEDGEMENTS:

Yours Directors acknowledge with thanks for the co-operation and assistance what so ever received from employees, members, banks and govt. Authorities.

By the Order and on behalf of the Board of Directors

For Neil Industries Limited

	SD/-	SD/
DATE: 30/05/2015	ARVIND KUMAR MITTAL	PINKI YADAV
PLACE: KANPUR	(MANAGING DIRECTOR)	(DIRECTOR)
	DIN: 02010445	DIN: 06995315

DECLARATION REGARDING ADHERENCE TO THE CODDE OF CONDUCT

As provide under Clause 49 of the Listing Agreement with the Stock Exchanges, all the Board Members and Senior Management Personnel have confirmed compliance with the code of conduct for the year ended March 31, 2015.

For **Neil Industries Limited**

Place: Kanpur
Date: 30/05/2015

SD/
Arvind Kumar Mittal
Managing Director
DIN: 02010445

SECRETARIAL AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

Neil Industries Limited

We have examined the companies of conditions of Corporate Government by Neil Industries Limited, for the year ended on 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us and representations made by the management, we certify that the Company has complied with the condition of Corporate Governance as Stipulated in Clause 49.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date: 30/05/2015

SD/-
For Rakesh Agrawal & Co.

(Prop: Rakesh Agrawal)
ACS No. 25326
C P No.: 9014

CEO & CFO CERTIFICATION

I, Arvind Kumar Mittal, Managing Director of Neil Industries Limited, hereby certify to the Board that:

(a) We have reviewed financial statements and the cash flow statement for the year ending 31st March, 2015 and that to the best of our knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by Neil Industries Limited during the year which are fraudulent, illegal or violative of the Company's code of conduct.

(c) We are responsible for establishing and maintaining internal controls for financial reporting in Neil Industries Limited and we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the Auditors and the Audit Committee.

(i) Significant changes in internal control over financial reporting during the year;

(ii) Significant changes in Accounting Policies during the year and the same have been disclosed in the notes to the financial statements; and

(e) We certify that there have been no instances of significant fraud of which we have become aware and the involvement therein, of management or any employee having significant role in the Company's internal control systems.

(f) We affirm that we have not denied any personnel, access to the Audit Committee of the company (in respect of matters involving alleged misconduct).

Sd/-

Sd/-

Place: Kanpur**(Arvind Kumar Mittal)****(Chandra Kant Dwivedi)****Date: 30 May 2015****Managing Director****Chief Financial Officer****DIN: 02010445****AAOPD8223E**

ANNEXURE "A" TO THE DIRECTORS' REPORT
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
M/S NEIL INDUSTRIES LIMITED
Address: 88B, (Ground Floor),
Lake View Road, Kolkata,
West Bengal-700029

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s **NEIL INDUSTRIES LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the M/S **NEIL INDUSTRIES LIMITED** (the company's) books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the financial year ended on 31st March 2015 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under (Not applicable to the Company during the reporting period);

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the reporting period);

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')

(a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(b) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

However following are not applicable to the Company during the reporting period:-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

(vi) as per our observation there is no other such Act applicable specifically to the company

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified hence not applicable to the Company during the audit period).

(ii) The Listing Agreements entered into by the Company with Stock Exchanges, its shares are listed with.,

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that based on the information provided by the company, its officers and its authorised representatives during the conduct of the audit , and also on the review of the Quarterly compliance report by respective department heads /company secretary,/CEO taken on record by the Board of Directors of the Company ,in my opinion, adequate system and processes and control mechanism exist in the company to monitor and to ensure the compliance with applicable general laws such as labour laws, competition laws and environmental laws.

I further report, that the compliance by the company of the applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professionals.

I further report, that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining

further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period following specific events / actions took place in the Company:

1. Approval for listing of the company's Shares with Bombay Stock Exchange on 05th February 2015.
2. A Public Announcement and Open offer carried on between 20.10.14 to 06.04.15

Apart from these no other specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above).

Place: Kolkata
Date : 30/05/2015

SD/-
For Rakesh Agrawal & Co.
(Prop: Rakesh Agrawal)
ACS No. 25326
C P No.: 9014

ANNEXURE "B" TO THE DIRECTORS' REPORT

EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31/03/2015
of
NEIL INDUSTRIES LIMITED

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L51109WB1983PLC036091
2.	Registration Date	25.03.1983
3.	Name of the Company	Neil Industries Limited
4.	Category/Sub-Category of the Company	Public Company Listed by Shares
5.	Address of the registered office and contact details	88/B Ground Floor, Lake View Road, Kolkata-700029 033-40088545
6.	Whether listed company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	SKYLINE FINANCIAL SERVICES PVT. LTD D-1 53 A, 1 st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 Tele.; 011-26812682-83

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Banking & Finance business	64920	100
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	NIL	NA	NA	NA	NA

Funds									
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	891587	-	891587	4.56	76415	2800	79215	0.41	
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	557701	-	557701	2.85	940058	-	940058	4.81	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	17547312	297200	17250112	89.74	16264445	92000	16356445	83.65	-
c) Others (Specify) HUF-1637482 NRI-172000					1809482	--	1809482	9.25	
Sub-total (B)(2):-	18996600	297200	18699400	97.15	19090400	94800	19185200	98.12	

Total Public Shareholding (B)=(B)(1)+(B)(2)	18996600	297200	18699400	97.15	19090400	94800	19185200	98.12	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	19553200	481200	19072000	100	19553200	94800	19458400	100	

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company		
1	Arvind kumar Mittal HUF	184000	-	0.94	184000	-	184000	0.94
2	Arvind kumar Mittal	184000	-	0.94	184000	-	184000	0.94
3.	Deepa Mittal	184000	-	0.94				
4.	Neeraj Kumar Mittal	4600	-	0.02				

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Share holding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	556600	2.84		
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	12.09.2014- Deepa Mittal sold his 92000 Equity shares & Neeraj Kumar Mittal sold his 4600 Equity shares 15.09.2014- Deepa Mittal sold his 92000 Equity shares			
	At the End of the year			3680000	1.88

(iv) Shareholding Pattern of top ten Shareholders other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	3128000	16	4777900	24.44
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	Mrs. Shailja Chaurasia, Rajiv Chaurasia, Manish Agarwal & Vijay Anand Chaurasia acquired 7,50,000, 320000, 299900, 280000 shares of the Company during the year	8.44		
	At the End of the year (or on the date of separation, if separated during the year)			4777900	24.44

Sr. No.	Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	SURENDRA KUMAR GUPTA	1012000	5.18	1012000	5.18
2	SHAILJA CHAURASIA	-	-	750000	3.84
3	MADHU RANI GOENKA	506000	2.59	506000	2.59
4	SOM PRAKASH GOENKA	506000	2.59	506000	2.59
5	SANDHYA AGARWAL	368000	1.88	368000	1.88
6	RUCHI AGARWAL	368000	1.88	368000	1.88
7	SAPNA GUPTA	368000	1.88	368000	1.88
8	RAJIV CHAURASIA	-	-	320000	1.64
9	MANISH AGARWAL	-	-	299900	1.53
10	VIJAY ANAND CHAURASIA	-	-	280000	1.43
11	VINEETA CHAURASIA	-	-	280000	1.43

12	PARUL CHAURASIA	-	-	280000	1.43
13.	MAYANK CHAURASIA	-	-	280000	1.43
14.	AMAR KUMAR SINHA HUF	230000	1.18	230000	1.18
15.	VIKRAM OHRI	-	-	225600	1.15
16.	MANUJ AGARWAL	202620	1.04	202620	1.04

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No .of shares	% of total shares of the company	No. of shares	%of total shares of the company
	At the beginning of the year	184000	0.94	184000	0.94
	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	184000	0.94	184000	0.94

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No .of shares	% of total shares of the company	No. of shares	%of total shares of the company
1.	Arvind Kumar Mittal	184000	0.94	184000	0.94

V.INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtednes
Indebtedness at the beginning of the financial year				
i)Principal Amount	-	-	-	-
ii)Interest due but not paid	-	-	-	-
iii)Interest accrued but not due	-	-	-	-
Total(i+ ii + iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
· Addition	-	-	-	-

· Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total(i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Arvind kumar Mittal	
	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	50,000/- per month i.e 6 Lacs per annum	6 lacs per annum
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	Total (A)	50,000	6 Lacs Per annum
	Ceiling as per the Act		

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
	3. Independent Directors	-	-	--	-	-
	· Fee for attending board committee meetings	-	-	-	-	-

	· Commission	-	-	-	-	-
	· Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
	4. Other Non-Executive Directors	-	-	-	-	-
	· Fee for attending board committee meetings	-	-	-	-	-
	· Commission	-	-	-	-	-
	· Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary		216000		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	216000		
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	216000	-	216000

VII. PENALTIES/PUNISHMENT/COMPOUNDINGOFFENCES:

NONE

R. K. PATODI & CO.
CHARTERED ACCOUNTANTS

2, Church Lane, 4th Floor, Suit No. 404A, Kolkata-700 001.
Ph. No. : 2220-3160/2243-0913, Fax No. : 2243-0914.
E-Mail :rkpatodi@gmail.com

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF NEIL INDUSTRIES LIMITED.

Report on the Financial Statements

We have audited the accompanying financial statements of **NEIL INDUSTRIES LIMITED** ("the company"), which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the order to the extent applicable.

2. As required by section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014

e) On the basis of written representations received from the directors as on 31st March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act;

f) In our opinion, the company has adequate internal financial controls system in place and the operating effectiveness of such controls;

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i) The Company does not have any pending litigations which would impact its financial position.

ii) The company did not have any such long-term contracts including derivatives contracts for which there were any material foreseeable losses.

iii) There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

FOR R. K. PATODI & CO.,
CHARTERED ACCOUNTANTS
FRN: 305091E

Place: Kolkata
Date: 30.05.2015

(S. Patodi)
PARTNER
MEM. NO. 059144

ANNEXURE TO THE AUDITORS' REPORT

The annexure referred to in Paragraph 1 of our Report of even date to the members of **NEIL INDUSTRIES LIMITED** on the accounts of the company for the year ended 31st March, 2015.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) These fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;
 - (c) During the period, the company has not disposed off any asset to affect the going concern of the company.

- (ii) (a) Whether physical verification of inventory has been conducted at reasonable intervals by the management;
 - (b) The procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business;
 - (c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification and the same have been properly dealt with in the books of account.

- (iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Consequently, the provision of clauses (iii)a and (iii)b of the order are not applicable to the company.

- (iv) In our opinion and according to the information and explanation given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of audit, we have not observed there is a continuing failure to correct major weaknesses in internal control system.

- (v) The Company has not accepted any deposits from the public.

- (vi) The company is not engaged in production, processing, manufacturing or mining activities. Hence, the requirements of maintenance of cost records, as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 not applicable for the year under review.
- (vii) (a) According to the information and explanations given to us, the company regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities;
- (b) According to the information and explanations given to us, there were no disputed dues of sales tax, income tax, custom duty, wealth tax, service tax, excise duty and cess;
- (c) The Company is not required to transfer any amount to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956).
- (viii) There are no accumulated losses of the company at the end of the financial year and has not incurred any cash loss neither in the financial year nor in the immediately preceding financial year.
- (ix) According to the information and explanations given to us, the company has no dues to a financial institution or bank or debenture holders.
- (x) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are not prejudicial to the interest of the company.
- (xi) According to the records of the company, the company has not obtained any term loan and, hence, the requirement of our commenting on the application thereof by the company is not applicable for the year under review.
- (xii) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

For R. K. PATODI & CO.,
CHARTERED ACCOUNTANTS
FRN:305091E

SD/-
(S. Patodi)
PARTNER
MEM. NO. 059144

Place: Kolkata
Date: 30.05.2015

NEIL INDUSTRIES LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note No.	As at 31st March 2015	As at 31st March 2014
EQUITY AND LIABILITIES			
<u>Shareholders' Funds</u>			
(a)Share Capital	2	195,532,000	195,532,000
(b)Reserves and Surplus	3	309,249,726	303,559,766
<u>Non Current Liabilities</u>			
Long Term Borrowings	4	-	1,733,336
<u>Current Liabilities</u>			
(a)Short Term Borrowings	5	-	3,859,600
(b)Trade Payables	6	-	43,263,065
(c)Other Current Liabilities	7	1,171,909	1,317,857
Total Equity & Liabilities		505,953,635	549,265,624
ASSETS			
<u>Non-Current Assets:</u>			
<u>(a)Fixed Assets:</u>			
Tangible Assets	8	3,528,455	1,837,477
(b)Non-Current Investments		-	-
(c)Long-term Loans and Advances	10	465,392,599	503,247,215
(d)Deferred Tax Assets(Net)	11	515,420	378,055
<u>Current Assets:</u>			
(a)Current Investments	9	8,833,328	6,844,125
(b)Inventories	12	18,632,305	23,976,250
(c)Trade Receivables	13	-	3,343,253
(d)Cash and Bank Balances	14	4,989,811	6,018,164
(e)Short-term Loans and Advances	15	4,061,717	3,621,085
Total Assets		505,953,635	549,265,624

Summary of Significant Accounting Policies and other explanatory information.

The notes on accounts form an integral part of the financial statements.

Signed in terms of our audit report of even date.

For R.K.PATODI & CO.
CHARTERED ACCOUNTANTS
FRN-305091E

For & on behalf of the Board

(S.PATODI)
PARTNER
Membership No.059144

Arvind Kumar Mittal
(Managing Director)

Pinki Yadav
(Director)

Place : Kolkata
Dated: 30.05.2015.

C.K Dwivedi
(Chief Financial Officer)

Vaibhav Agnihotri
(Company Secretary)

NEIL INDUSTRIES LIMITED

Profit and Loss Statement for the year ended 31st of March,2015

PARTICULARS	Note No.	For the year Ended 31st March 2015	For the year Ended 31st March 2014
I Revenue From Operations	16	64,265,214	213,640,256
II Other Income	17	426,114	794,954
III Total Revenue (I + II)		64,691,328	214,435,211
IV. EXPENSES			
Purchases of Stock in Trade	18	18,570,921	206,910,013
Changes in Inventory of Stock-in-Trade	19	5,343,945	(5,156,250)
Employee Benefits Expense	20	1,066,717	996,000
Depreciation & Amortisation Expenses	8	1,011,534	447,953
Other Expenses	21	30,505,625	3,725,199
		56,498,741.85	206,922,915
V. Profit before Tax (III-IV)		8,192,586.12	7,512,295
VI. Tax Expenses:			
(1) Current Income Tax		2,639,991	3,225,271
(2) Deferred Tax		(137,365)	(229,250)
(3) (Excess)/Short provision for Income tax in earlier years		-	(104,296)
Total Tax Expenses		2,502,626	2,891,725
VII. Profit for the year (V-VI)		5,689,960	4,620,570
VIII. Earnings per equity share:			
(1) Basic		0.29	0.24
(2) Diluted		0.29	0.24

Summary of Significant Accounting Policies and other explanatory information.

1

The notes on accounts form an integral part of the financial statements.

Signed in terms of our audit report of even date.

For R.K.PATODI & CO.
CHARTERED ACCOUNTANTS
FRN-305091E

For & on behalf of the Board

(S.PATODI)
PARTNER
Membership No.059144

Arvind Kumar Mittal Pinki Yadav
(Managing Director) (Director)

Place : Kolkata
Dated: 30.05.2015.

C.K Dwivedi Vaibhav Agnihotri
(Chief Financial Officer) (Company Secretary)

NEIL INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	Particulars		As at 31st March, 2015	As at 31st March, 2014
A.	CASH FLOW FROM OPERATING ACTIVITIES			
	Net Profit Before Tax		8,192,586	7,512,295
	Add/(Less) Adjustment for :			
	Depreciation		1,011,534	447,953
	Provision for Standard assets		(93,476)	1,256,958
	Operating Profit Before Working Capital Changes		9,110,644	9,217,206
	Add/(Less): Adjustments for Working Capital changes :			
	Trade and other Receivables		3,557,867	34,798,852
	Inventories		5,343,945	(5,156,250)
	Trade Payable & Other Liabilities		(47,175,137)	154,671
	Cash generated Form Operations		(29,162,681)	39,014,479
	Tax Paid (Net)		(3,295,237)	(2,490,804)
	Net Cash Flow From Operating Activities	A	(32,457,918)	36,523,675
B.	CASH FLOW FROM INVESTING ACTIVITIES			
	Purchase of Fixed Assets		(2,702,512)	(780,000)
	Loan Refund Received		37,854,616	153,288,397
	Investment in Shares and Chit Funds		(1,989,202)	(5,343,630)
	Net Cash Flow from Investing Activities	B	33,162,902	147,164,767
C.	CASH FLOW FROM FINANCING ACTIVITIES			
	Increase/(Decrease) in Secured Loans		(1,733,336)	(174,620,031)
	Increase/(Decrease) in Unsecured Loans		-	(5,500,000)
	Net Cash Flow from Financing Activities	C	(1,733,336)	(180,120,031)
	Net Increase/(Decrease) in Cash & Cash Equivalent (A+B+C)		(1,028,353)	3,568,411
	Opening Cash & Cash Equivalent:		6,018,164	2,449,753
	Closing Cash & Cash Equivalent:		4,989,811	6,018,164

FOR R. K. PATODI & Co.
CHARTERED ACCOUNTANTS,
F. R. N. 305091E

For & on behalf of the Board

(S. PATODI)
PARTNER
MEMBERSHIP No. 059144

Arvind Kumar Mittal
(Managing Director)

Pinki Yadav
(Director)

PLACE : KOLKATA
DATED : 30.05.2015

C.K Dwivedi
(Chief Financial Officer)

Vaibhav Agnihotri
(Company Secretary)

Note 1 : Summary of significant accounting policies & other explanatory information :**1.1 Significant Accounting Policies :**

The Financial statements are prepared to comply in all material aspects with the applicable accounting standards issued by the Institute of Chartered Accountants of India and the relevant provisions of "The Companies Act, 2013". The Significant Accounting Policies are as follows:-

(a) Basis of Preparation of Financial Statements:

The Financial Statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956. The company is following accrual basis of accounting on a going concern concept. Accounting policies are suitably disclosed as notes annexed to the Balance Sheet and Profit & Loss Account.

(b) Use of Accounting Estimates:

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting year.

(c) Fixed Assets:

Fixed Assets are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use, less accumulated depreciation and impairment loss if any.

(d) Depreciation :

Depreciation on fixed assets has been provided on a Written Down method at the rates and in the manner as prescribed in Schedule II to the Companies Act, 2013.

(e) Revenue Recognition:

Revenue on sale of goods is recognised when the company transfers to its buyer the property in the goods for a determined price along with all significant risks & rewards of the ownership in the goods without retaining any effective control of the goods. Sales are shown net of discount & sales return.

(f) Inventories Valuation

Finished goods are valued at cost or net realizable value which are lower and are arrived as per FIFO basis.

(g) Recognition of Expenditure:**a. Employee Benefits:**

Short Term Employee Benefit is recognised as an expense in the Profit and Loss Account of the year in which related service is rendered.

Post employment and other Long term Benefit are not yet being provided for in the accounts. These benefit scheme has not yet been framed by the company.

b. Taxes on Income:

Provision for current taxation has been made in accordance with the Income Tax Laws prevailing for the relevant Assessment Year.

(h) Provisions :

Provisions are recognized when the company has legal and constructive obligation as a result of past event for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of obligation.

II Notes to the Accounts

(a) Related Party Disclosures as required in terms of Accounting Standard AS 18

Relationships (Related Party relationship are as identified by the Company)

- (a) Holding Company : N. A.
 (b) Subsidiary Company : N. A.
 (c) Fellow Subsidiary Company : N. A.
 (d) Associates : N.A.
 (e) Key Management Personnel: 1) Arvind Kumar Mittal
 2) Rajesh Bajpai
 3) Vivek Awasthi
 4) Pinki Yadav
 5) Chandra Kant Dwivedi
 6) Vaibhav Agnihotri
 (f) Relative of Key Management Personnel: : N.A.

(b) Transaction with Related Party

	Year Ended	
	3/31/2015	3/31/2014
1) Director Remuneration Paid to Key management personnel Arvind Kumar Mittal	275,000	-
2) Legal Fees paid to Director Vaibhav Agnihotri	4,200	

© Earning per share as required by Accounting Standard (AS) – 20 is calculated as follows :

	PARTICULARS	As on 31 st March, 2015 (Rs.)	As on 31 st March, 2014 (Rs.)
a	Net profit after Tax	5,689,960	4,620,570
b	Weighted average number of Equity Shares	19,553,200	19,553,200
c	Nominal value of Equity Share	10.00	10.00
d	Basic Earning per share (Rs.)	0.29	0.24

- (c) The Company has not received any intimation from its suppliers regarding their status under The Micro, Small and Medium Enterprise Development Act, 2006 and hence no disclosure required under the said Act can be made.
- (d) There was no impairment loss on Fixed Assets on the basis of review carried out by the Management in accordance with the Accounting Standard 28 issued by The Institute of Chartered Accountants of India.

The balances of sundry debtors, creditors and loans & advances are subject to confirmation.

Expenditure / Remittances in Foreign Currencies

	Current Year (Rs)	Previous Year (Rs)
1) Earnings in foreign currency	NIL	NIL
2) Expenditure/remittance in foreign currency	NIL	NIL
3) Remittance in foreign currency on account of Dividends	NIL	NIL

For, R. K. Patodi & Co.

Chartered Accountants
FRN 305091E

S Patodi (Partner)
Membership No. 059144

Place : Kolkata
Date : 30.05.2015.

NEIL INDUSTRIES LIMITED

Notes forming part of Balance Sheet as on 31st March 2015

Note: 2

<u>SHARE CAPITAL</u>	As at 31st March 2015 (Rs.)	As at 31st March 2014 (Rs.)
AUTHORISED		
20000000 Equity Shares of Rs.10/-each	200,000,000	200,000,000
ISSUED, SUBSCRIBED AND PAID UP		
19553200 Equity Shares of Rs.10/- each fully paid up	195,532,000	195,532,000

(a) Rights, preference, repayability and restriction, if any, on equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

(b) Details of shareholders holding more than 5% shares in the Company.	31.3.2015		31.3.2014	
	Number	% of holding	Number	% of holding
Surendra Kumar Gupta	1012000	5.18	1012000	5.18%

Note 3

<u>RESERVES & SURPLUS</u>	As at 31st March 2015 (Rs.)	As at 31st March 2014 (Rs.)
(a) Securities Premium		
Opening Balance	284,875,000	431,524,000
Add: Adjustment during the year (Utilised with Issue of Bonus Shares)	-	(146,649,000)
Closing Balance	284,875,000	284,875,000
(b) Special Reserve u/s 451C of RBI Act		
Opening Balance	924,114.00	
Add: Profit for the year	1,137,992	924,114.00
Closing Balance	2,062,106	924,114.00
(c) Surplus		
Opening Balance	17,760,652	14,064,195
Add: Profit for the year	5,689,960	4,620,570
	23,450,612	18,684,766
Less : Transferred to special reserve u/s 451C of RBI Act	1,137,992	924,114
Closing Balance	22,312,620	17,760,652
Closing Balance(a+b+c)	309,249,726	303,559,766

Note 4

<u>LONG TERM BORROWINGS</u>	As at 31st March 2015 (Rs.)	As at 31st March 2014 (Rs.)
Advances from Chit Fund(Interest)	-	1,733,336
Total	-	1,733,336

Note 5

<u>SHORT TERM BORROWINGS</u>	As at 31st March 2015 (Rs.)	As at 31st March 2014 (Rs.)
Advance from Customers (Including interest accrued & due thereon,If any)	-	3,859,600
Total	-	3,859,600

Note 6

<u>TRADE PAYABLES</u>	As at 31st March 2015 (Rs.)	As at 31st March 2014 (Rs.)
Sundry Creditors for goods	-	43,263,065
Total	-	43,263,065

Note 7

<u>Other Current Liabilities</u>	As at 31st March 2015 (Rs.)	As at 31st March 2014 (Rs.)
Sundry Creditors for expenses	8,427	60,899
Contingent Provisions against Standard Assets	1,163,482	1,256,958
Total	1,171,909	1,317,857

NEIL INDUSTRIES LIMITED

Notes forming part of Balance Sheet as on 31st March 2015

Note 9

<u>CURRENT INVESTMENTS</u>	As at 31st March 2015 Rs.	As at 31st March 2014 Rs.
<u>Unquoted Investments</u>		
Investment in Chit Funds	3,833,328	1,834,125
Investment in shares	5,000,000	5,010,000
Total	8,833,328	6,844,125

Note 10

<u>LONG TERM LOANS & ADVANCES</u>	As at 31st March 2015 Rs.	As at 31st March 2014 Rs.
Others loan and advances		
Inter Corporate Loan	257,206,877	296,073,861
Others	208,185,722	207,173,354
Total	465,392,599	503,247,215

Note 11

<u>DEFERRED TAX ASSETS(NET)</u>	As at 31st March 2015 (Rs.)	As at 31st March 2014 Rs.
Deferred Tax Asset	378,055	148,805
Add : Created during the year	(137,365)	(229,250)
Net Deferred Tax Asset	515,420	378,055

Note 12

<u>INVENTORIES</u>	As at 31st March 2015 (Rs.)	As at 31st March 2014 (Rs.)
Trading Goods	18,632,305	23,976,250
Total	18,632,305	23,976,250

Note 13

<u>TRADE RECEIVABLES</u>	As at 31st March 2015 (Rs.)	As at 31st March 2014 (Rs.)
<u>Sundry Debtors (Unsecured & considered Good by the management)</u>		
Outstanding for more than six months from the date they became payable	-	381,666
Others	-	2,961,587
Total	-	3,343,253

Note 14

<u>CASH & BANK BALANCES</u>	As at 31st March 2015 (Rs.)	As at 31st March 2014 (Rs.)
<u>Cash & Cash Equivalents</u>		
Cash in hand	264,163	1,317,910
Balances with scheduled Banks		
<u>In Current Account:</u>		
Union Bank Of India	4,725,649	4,689,139
Punjab National Bank	-	11,115
Total	4,725,649	4,700,254
Total	4,989,811	6,018,164

Note 15

<u>SHORT TERM LOANS & ADVANCES</u>	As at 31st March 2015 (Rs.)	As at 31st March 2014 (Rs.)
(unsecured ,considered good)		
Advances to Suppliers	-	389,650
Prepaid Insurance	23,087	-
Security Deposit	75,000	-
	98,087	389,650
Advance and other Income Tax (Net of Provision) for earlier years	3,308,384	2,604,725
TDS for current year	3,295,237	3,851,981
Less : Provision for income tax for current year	2,639,991	3,225,271
	655,246	626,710
Total	4,061,717	3,621,085

NEIL INDUSTRIES LIMITED

Notes forming part of profit & loss account for the year ended 31st March 2015

Note 16

<u>REVENUE FROM OPERATIONS</u>	For the year ended 31st March 2015 (Rs.)	For the year ended 31st March 2014 (Rs.)
A) Sales:		
Shares	22,557,077	60,142,637
Cloth	-	75,481,653
Yarn	-	38,090,397
B) Other Operating Revenues:		
Interest on Loans & Advances	41,708,137	39,925,569
Total	64,265,214	213,640,256

Note 17

<u>OTHER INCOME</u>	For the year ended 31st March 2015 (Rs.)	For the year ended 31st March 2014 (Rs.)
Dividend from Chit Funds	398,752	568,242
Sundry Balances Written Back	-	629
Profit on sale on Investments	20,000	60,000
Interest on Income Tax Refund	-	102,083
Prior period Income	-	64,000
Dividend on shares	1,750	-
Income from Share Speculation	5,075	-
Income from Commodity Speculation	537	-
Total	426,114	794,954

Note-18

<u>PURCHASES OF STOCK IN TRADE</u>	For the year ended 31st March 2015 (Rs.)	For the year ended 31st March 2014 (Rs.)
Shares	18,570,921	96,887,917
Cloth	-	72,345,914
Yarn	-	37,676,182
Total	18,570,921	206,910,013

Note 19

<u>CHANGE IN INVENTORIES</u>	For the year ended 31st March,2015 (Rs.)	For the year ended 31st March,2014 (Rs.)
Closing Stock in trade	18,632,305	23,976,250
Opening Stock in trade	23,976,250	18,820,000
Total	5,343,945	(5,156,250)

Note 20

<u>EMPLOYEE BENEFITS EXPENSE</u>	For the year ended 31st March 2015 (Rs.)	For the year ended 31st March 2014 (Rs.)
Salary, Bonus & Allowances	791,717	996,000
Director's Remuneration	275,000	
Total	1,066,717	996,000

Note 21

<u>OTHER EXPENSES</u>	For the year ended 31st March 2015 (Rs.)	For the year ended 31st March 2014 (Rs.)
Accounting Charges	96,000	90,000
Advertisement Expenses	38,863	-
Auditors' remuneration	8,427	18,384
Irrecoverable Loan w/off	500,000	-
Bank Charges	13,266	8,131
Conveyance Charges	10,930	28,207
Demat Charges	4,970	997
Electricity	18,853	-
Filing Fees	56,540	15,000
General Insurance	15,687	72,801
Legal & Professional Expenses	670,292	146,752
Listing Expenses	816,502	44,311
Loss on Trading in Derivatives	27,853,606	911,555
Loss on Chit Fund Redemption	-	327,332
Misc Expenditure	11,824	953
Office Expenses	53,868	17,265
Preliminary Expenses Written Off	-	757,259
Printing and Stationary	34,353	29,295
Provision for Standard assets	(93,476)	1,256,958
Rent	219,500	-
Technical & Consulting fees	10,000	
Telephone & Internet Expenses	12,010	
Travelling Expenses	126,783	
Prior period Item:		
Interest Income excess considered in earlier year	26,827	-
Total	30,505,625	3,725,199

Notes forming part of Balance Sheet as on 31st march 2015

Note 8										
FIXED ASSETS -TANGIBLE ASSETS										
NAME OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2014	Addition during the year	Deductions during the year	As on 31.03.2015	Upto 31.03.2014	Provided for the year	Adjustment on sale	Upto 31.03.2015	As on 31.03.2015	As on 31.03.2014
Motor Car	3,681,932.00	2,649,362.00	-	6,331,294.00	1,858,255.00	993,190.00	-	2,851,445.00	3,479,849.00	1,823,677.00
Computer	23,000.00	53,150.00	-	76,150.00	9,200.00	18,344.00	-	27,544.00	48,606.00	13,800.00
TOTAL	3,704,932.00	2,702,512.00	-	6,407,444.00	1,867,455.00	1,011,534.00	-	2,878,989.00	3,528,455.00	1,837,477.00
PREVIOUS YEAR	2,924,932.00	780,000.00	-	3,704,932.00	1,419,502.35	447,952.65	-	1,867,455.00	1,837,477.00	1,505,429.65

Exhibit A: Particulars of depreciation allowable as per the Income-tax Act, 1961
in respect of each asset or block of assets, as the case may be, in the following form :

Fixed Assets
1-Apr-2014 to 31-Mar-2015

Particulars	WDV as on 01/04/2014	Used for	Used for	DEL	WDV as on 31/03/2014	Rate of Dep	DEP	WDV as on 01/04/2015
		>180 DAYS	< 180 DAYS					
Motor Car	1,688,951.47	1,246,362.00	1,403,000.00	-	4,338,313.47	15%	545,522.00	3,792,791.47
Computer	9,200.00	-	53,150.00	-	62,350.00	60%	21,465.00	40,885.00
Grand Total	1,698,151.47	1,246,362.00	1,456,150.00	-	4,400,663.47		566,987.00	3,833,676.47

COMPUTATION OF INCOME TAX FOR A.Y. 2015-2016

<u>PARTICULARS</u>	A.Y., 2015-2016	
	<u>AMT (Rs.)</u>	<u>AMT (Rs.)</u>
<u>Profits & Gains from Business</u>		
Net profit as per P/L a/c		8,192,586.12
Add: Items Not allowed/ charged under separate head		
Depreciation	1,011,534.00	
Provision on Standard Assets	<u>(93,476.00)</u>	918,058.00
Less: Items allowed for deduction		
Depreciation as per IT Act		<u>566,987.00</u>
Gross total Income/Total Income		<u>8,543,657.12</u>
Gross total Income/Total Income(Rounded Off)		8,543,660.00
Income Tax @ 30%		2,563,098.00
Add: Education Cess		<u>76,892.94</u>
Total Tax Liability		<u>2,639,991.00</u>
Less: Advance Tax		-
Less: TDS		<u>3,295,237.00</u>
Net Tax Liability		<u>(655,246.00)</u>
Add: Interest u/s @234C		-
Tax Payable/(Refundable)		<u><u>(655,246.00)</u></u>
		-

Computation for Deferred Tax Liability/(Assets)

Depreciation as per Books	1,011,534.00	
Less: Depreciation as per IT act	<u>566,987.00</u>	
Difference in treatment	<u>(444,547.00)</u>	
Deferred Tax Asset		(137,365.00)
Preliminary Expenses as per Companies Act	-	
Less: Preliminary Expenses w/o as per IT Act	<u>-</u>	
Difference In treatment	-	
Deferred Tax Asset		-
Deferred Tax Liability/(Assets)		<u><u>(137,365.00)</u></u>