

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; neilindustrieslimited@gmail.com

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 35th Annual General Meeting of the Members of Neil Industries Limited will be held on Friday, the 7th day of September 2018 at 10.00 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, 2018, the report of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Shri **CHANDRA KANT DWIVEDI** (DIN: 06396144) who retires by rotation and being eligible offers himself for re appointment.
3. To ratify the appointment of 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 first proviso to section 139(1) read with the first proviso to Rule 3 (7) of the Companies (Audit and Auditor’s) Rules, 2014 as amended from time to time, M/s Ranjit Jain & Company, Chartered Accountants (Firm Registration No. 322505E) who were appointed as the auditors of the Company from the conclusion of the 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company and whose office is subject to ratification at this annual general meeting be and is hereby ratified by the shareholders of the Company.”

“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 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 subject to the approvals of all necessary regulatory authorities whenever required, consent of the members of the Company be and is hereby accorded for a revision of remuneration payable to Mr. Arvind Kumar Mittal from the present slab to a monthly remuneration of Rs. 1,00,000 (One lakh only) per month all inclusive subject to the following clauses mentioned below.

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: 27th July 2018
Place: Kanpur

By the order of Board
For Neil Industries Limited

Sd/-
(Vaibhav Agnihotri)
Company Secretary
Acs No. 36594

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 not required as there is no special business.
4. The Register of Members and Share Transfer Books will remain closed from Friday **August 31 2018 to September 07th 2018** (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 35th 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 35th 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 annexure to notice 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 35th 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 35th 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 35th 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 **04th September, 2018 (09:00 am) and ends on 6th September, 2018 (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 **31st August 2018** 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 **31st August 2018**
- 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 **31st August 2018** 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 35th 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 35th Annual General Meeting of the Company on **07th September 2018** and communicated to BSE Limited.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013

Item No. 4:

In terms of Nomination and Remuneration policy of the Company and upon recommendation of Nomination and Remuneration Committee of the Board, It is proposed to revise the remuneration of Mr. Arvind Kumar Mittal pursuant to Section 197(1) of the Companies Act 2013. The matter is set forward to the shareholders for their approval. Mr. Arvind Kumar Mittal being the Managing Director of the Company has been a major cause of continuous growth of the Company. His dedicated efforts, sincerity and hard work have paid way for increase in the business of the Company. Therefore the Board after the recommendation from the Nomination and Remuneration Committee was of the view to revise the remuneration payable to him from Rs. 50,000 (Fifty thousand) to Rs. 1,00,000 (One Lakh) per month all inclusive. However he will also be entitled for travelling allowance on behalf of the Company.

ANNEXURE TO THE NOTICE:

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER SEBI (LODR) REGULATIONS 2015 :

ITEM No. 2:

Mr. Chandra Kant Dwivedi is a non Executive non Independent Director of the Company whose office is subject to retirement in the Annual General Meeting of the Company as per Section 152 of the Companies Act 2013. The resolution seeks for his re- appointment at this Annual General Meeting. The particulars of the director are given below.

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 39 years in the field of Economy, and education. He is also associated with a major agro business industry for a period of last 2 years.
OTHER DIRECTORSHIP	Nil
SHAREHOLDING IN THE COMPANY	Nil

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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 07th day of September 2018 at 10:00 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.

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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 07th, 2018 at 10.00 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 refer note 3 below	
Ordinary Business		For	Against
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, 2018.		
2.	Reappoint Shri Chandra Kant Dwivedi, (Din: 06396144) as a Non Executive Non Independent Director whose office is subject to retire by rotation.		
3.	Ratify the appointment of M/s Ranjit Jain & Co. (Fir Registration No. 322505E) as Statutory Auditors of the Company.		
4.	Revision of Remuneration of Mr. Arvind Kumar Mittal from the present slab to Rs. 1,00,000 (One lakh) per month all inclusive along with the travelling allowance.		

Signed this day of 2018.

Signature of the Member

Signature of the Proxy Holder(s)

AFFIX REVENUE STAMP NOT LESS THAN Re 1
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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.