

**MINUTES OF THE THIRTY SEVENTH ANNUAL GENERAL MEETING
OF NEIL INDUSTRIES LIMITED THROUGH VIDEO
CONFERENCING/OTHER AUDIO VISUAL MEANS (VC/OAVM) HELD
ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2020 WHICH
COMMENCED AT 10:00 A.M AND CONCLUDED AT 10:25 A.M.**

PRESENT:

MR. ARVIND KUMAR MITTAL	-	MANAGING DIRECTOR & MEMBER
ARVIND KUMAR MITTAL HUF (THROUGH ITS KARTA)	-	MR. ARVIND KUMAR MITTAL
MR. VIVEK AWASTHI	-	INDEPENDENT DIRECTOR & THE CHAIRMAN OF AUDIT COMMITTEE
MRS. PINKI YADAV	-	INDEPENDENT DIRECTOR

IN ATTENDANCE:

MS. AMANPREET KAUR	COMPANY SECRETARY
MEMBERS PRESENT THROUGH VC/OAVM (PUBLIC):	22
PROXIES PRESENT:	NOT APPLICABLE

BY INVITATION:


MRS. RUCHI (SHARMA) SHUKLA	CHIEF FINANCIAL OFFICER
MR. VAIBHAV AGNIHOTRI	SECRETARIAL AUDITOR
MR. ANURAG FATEHPURIA	SCRUTINIZER

The Board of Directors of the Company had authorized Ms. Amanpreet Kaur to conduct the proceedings of the 37th Annual General Meeting of the Company.

1. CHAIRMAN

Mr. Arvind Kumar Mittal, Managing Director of the Company took the Chair and on his behalf Ms. Amanpreet Kaur, Company Secretary of the Company welcomed all the members present at the 37th Annual General Meeting.

On behalf of The Chairman of the meeting, Company Secretary informed the members present that other Directors of the Company could not be present in the meeting due to their personal commitments on that day. However, they had sent greetings and good wishes to all the members present.


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STATUTORY AUDITORS was exempted to attend the Annual General Meeting as they were busy in their other commitments.

On behalf of The Chairman of the meeting, Company Secretary informed the members that the meeting had held through video conference in accordance with the circular issued by the Ministry of Corporate Affairs and SEBI.

2. QUORUM

On behalf of the Chairman, Company Secretary ascertained the quorum present through video conferencing to conduct the proceedings of this meeting. After verifying the requisite quorum, called the meeting to order.

3. REGISTER & REPORTS

On behalf of the Chairman, Company Secretary announced that the register of KMP, Director's Shareholding, Minutes Book of Annual General Meeting and other reports are available to shareholders for inspection, throughout the meeting.

As the AGM was conducted through video conference, the facility for appointment of proxies and its related compliances by the members were not applicable.

On behalf of the Chairman, Company Secretary informed the Members that the auditor's report on the financial statements for the year ended March 31, 2020 did not have any adverse remarks or qualifications or observations. With the Consent of members, it was taken as read.

She further informed the members that the report of Secretarial Auditor also did not have any adverse remarks or qualifications or observations so therefore with the Consent of Members it was also taken as read.

With the Consent of Members, the Managing Director's message, Notice, Director's report and the Audited Accounts were also taken as read.

On behalf of the Chairman, Company Secretary then proceeded with the Proceedings of the Meeting.

The Company Secretary then informed the members that as per the provisions of Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, the Company had provided the facility of remote E Voting to its shareholders to enable them to cast their vote electronically on the agenda item specified in the notice of the 37th Annual General Meeting



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and that the remote e voting facility commenced from 27th September, 2020 at 09:00 A.M. and ended on 29th September, 2020 at 05:00 P.M. Members were also informed that who had not cast their vote electronically and who had participated in this meeting had an opportunity through remote e voting process, to cast their vote during the Annual General Meeting and fifteen minutes after the conclusion of the meeting through the e-voting system provided by NSDL.

She further informed that Mr. Anurag Fatehpuria, Practicing Company Secretary was appointed as scrutinizer for scrutinizing the E Voting Process.

On behalf of the Chairman, the Company Secretary then took over the proceedings and informed the members about the flow of events at the AGM and stated that after reading the Managing Director's message, she would move all the resolutions as set out in the Notice of AGM and then would move to the discussion and Questions & Answers (Q&A) session. On the conclusion of the discussion and Q&A session, the members could cast their vote on the resolutions through e-voting.

Thereafter, on behalf of the Chairman, Company Secretary took up the items for approval of members as per the notice of Annual General Meeting.

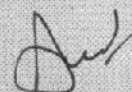
ITEM NO. 1: CONSIDERATION & ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2020 INCLUDING THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

On behalf of the Chairman, the Company Secretary informed that the Ordinary Resolution for Item No. 1 of the Notice was to approve the financial statements along with the Board of Directors report and Auditor's report for the financial year ended March 31, 2020. The approved accounts would be filed with the Registrar of Companies.

The Resolution for Item No. 1 of the Notice read as follows:

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, the reports of the Board of Directors and Auditors thereon laid before this meeting be and are hereby considered and adopted.

RESOLVED FURTHER THAT Mr. Arvind Kumar Mittal, Managing Director and/or Ms. Amanpreet Kaur, 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".



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ITEM NO. 2: APPOINTMENT OF DIRECTOR IN PLACE OF MR. CHANDRA KANT DWIVEDI (DIN: 06396144) WHO RETIRE BY ROTATION AND BEING ELIGIBLE OFFER HIMSELF FOR RE-APPOINTMENT

On behalf of the Chairman, the Company Secretary stated that as per the requirements of the Companies Act, 2013 One third of the total number of Directors (excluding Independent Directors) retire by rotation every year. Accordingly, Mr. Chandra Kant Dwivedi was retiring by rotation and has offered himself for re-appointment.

The Resolution for Item No. 2 of the Notice read as follows:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, rules framed there under and other applicable provisions, if any, Mr. Chandra Kant Dwivedi (DIN: 06996144) who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

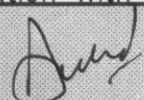
RESOLVED FURTHER THAT Mr. Arvind Kumar Mittal, Managing Director and/or Ms. Amanpreet Kaur, Company Secretary of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this aforesaid resolution".

ITEM NO. 3: RE-APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY FOR THE SECOND TERM OF FIVE CONSECUTIVE YEAR:

On behalf of the Chairman, the Company Secretary informed that the Ordinary Resolution for Item No. 3 of the Notice was to approve the re-appointment of Statutory Auditor of the Company for the second term of five consecutive years. M/s Ranjit Jain & Company (FRN: 322505E) was appointed as a Statutory Auditor on September 18, 2015 and shall hold office upto the date of Thirty Seventh Annual General Meeting.

The Resolution for Item No. 3 of the Notice read as follows:

"RESOLVED THAT pursuant to the provision of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), **M/s Ranjit Jain & Company, Chartered Accountants (ICAI Firm Registration No. 322505E)**, who have been appointed as Statutory Auditors at the 32nd Annual General Meeting to hold office up to the date of ensuing Annual General Meeting, be and are hereby reappointed as the Statutory Auditors of the Company, to hold office from the conclusion of the 37th Annual General Meeting until the conclusion of the 42nd Annual General Meeting of the Company at a remuneration to be decided by the Audit Committee and the Board of Directors in consultation with the Auditors for each of the financial year.



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RESOLVED FURTHER THAT Mr. Arvind Kumar Mittal, Managing Director and/or Ms. Amanpreet Kaur, 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".

Now, in reference to the provision of Secretarial Standards as applicable over the Companies for, ITEM NO. 4, as specified, Mr. Arvind Kumar Mittal vacated his office as he was concerned and interested in the matter and in his place with the approval of the members. Mr. Vivek Awasthi, the Director and Chairman of the Audit Committee was appointed as the chairman of the meeting with the approval of the shareholders for the aforesaid item No. 4 (Four).

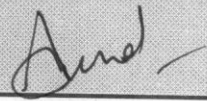
ITEM NO. 4: REGULARIZATION FOR THE APPOINTMENT OF MR. PANKAJ KUMAR MITTAL (DIN: 05190278) AS A DIRECTOR OF THE COMPANY

On behalf of the Chairman, the Company Secretary informed that the Ordinary Resolution for Item No. 4 of the Notice was to approve the regularization for the appointment of Mr. Pankaj Kumar Mittal as a Non Executive Non Independent Director of the Company. Mr. Pankaj Kumar Mittal was appointed as an Additional Director on August 13th, 2020.

The Resolution for Item No. 4 of the Notice read as follows:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, 161 and any other applicable provisions (if any) of the Companies Act, 2013 and upon the recommendation of Nomination and Remuneration Committee read with any rules made there under read with Schedule IV of the Companies Act, 2013 **Mr. Pankaj Kumar Mittal (DIN:05190278)**, who was appointed by the Board of Directors at the Board Meeting held on August 13, 2020, and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from him under Section 160(1) of the Act proposing the candidature for the office of Director of the Company, be and is hereby appointed as a Non Executive Non Independent Director of the Company, liable to retire by rotation for a term upto five consecutive years commencing from September 30, 2020 to the date of 42nd Annual General Meeting whichever is earlier.

RESOLVED FURTHER THAT Mr. Arvind Kumar Mittal, Managing Director and/or Ms. Amanpreet Kaur, 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".


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As the proceeding in respect of that item was conducted and that item of business was transacted, Mr. Arvind Kumar Mittal was again appointed as the Chairman of the Meeting with the approval of members.

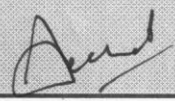
ITEM NO. 5: RE-APPOINTMENT OF MRS. PINKI YADAV (DIN: 06995315) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS

On behalf of the Chairman, the Company Secretary informed that the Special Resolution for Item No. 5 of the Notice was to approve the re-appointment of Mrs. Pinki Yadav, Independent Director of the Company for the second term of five consecutive years. She was appointed as an Independent Director on September 18, 2015 and shall hold office upto the date of Thirty Seventh Annual General Meeting.

The Resolution for Item No. 5 of the Notice read as follows:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meeting held on September 02, 2020 and pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) and Regulation 17 along with other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with Article of Association of the Company, **Mrs. Pinki Yadav (DIN: 06995315)**, who was appointed as an Independent Director at the 32nd Annual General Meeting of the Company and who hold office up to 37th Annual General Meeting and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the company has received a Notice in writing from her proposing the candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of five consecutive years commencing from 37th Annual General Meeting up to 42nd Annual General Meeting, not liable to retire by rotation .

RESOLVED FURTHER THAT Mr. Arvind Kumar Mittal, Managing Director and/or Ms. Amanpreet Kaur, 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".


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ITEM NO. 6: RE-APPOINTMENT OF MR. CHANDRA KANT DWIVEDI (DIN: 06396144) AS NON EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS

On behalf of the Chairman, the Company Secretary informed that the Special Resolution for Item No. 6 of the Notice was to approve the re-appointment of Mr. Chandra Kant Dwivedi, Non Executive Non Independent Director of the Company for the second term of five consecutive years. He was appointed as a Non Executive Non Independent Director on September 18, 2015 and shall hold office upto the date of Thirty Seventh Annual General Meeting.


The Resolution for Item No. 6 of the Notice read as follows:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of shareholders of the Company be and is hereby granted to the Company for continuing the directorship of **Mr. Chandra Kant Dwivedi (DIN; 06396144)** for a second term of five consecutive years commencing from 37th Annual General Meeting upto 42nd Annual General Meeting in the capacity of a Non-Executive Non Independent Director of the Company, liable to retire by rotation, in accordance with provisions of section 152 and any other applicable provisions of the Companies Act, 2013, including the rules made thereunder."

RESOLVED FURTHER THAT Mr. Arvind Kumar Mittal, Managing Director and/or Ms. Amanpreet Kaur, 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".

Mr. Jaydip Bakshi, Mr. Abhirup Nandy and Mr. Gautam Nandy expressed their views with regard to the Company's performance, Management and Secretarial work.

The Company Secretary acknowledged the views of the speaker shareholders and expressed her gratitude for the same.



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The Company Secretary informed the shareholders that the combined results of the Remote E- voting and E-voting during the Annual General Meeting would be put up on the Company's notice board and on the Company's website on or before 2nd October, 2020.

There being no other business, on behalf of the Chairman, Company Secretary thanked the shareholders for participating in the meeting.

DATE: 20/10/2020

PLACE: Kanpur

Anil Kumar

Chairman's Initial