

MINUTES OF THE MEETING OF  
SHARE HOLDERS

MINUTES OF THE THIRTY NINETH ANNUAL GENERAL MEETING OF THE NEIL INDUSTRIES LIMITED THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS (VC/OAVM) HELD ON MONDAY, THE 26TH DAY OF SEPTEMBER, 2022 WHICH COMMENCED AT 11:30 A.M. AND CONCLUDED AT 12:05 P.M.

PRESENT

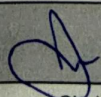
Mr. Arvind Kumar Mittal	Managing Director & Member
Arvind Kumar Mittal HUF (Through its Karta)	Member
Mr. Vivek Awasthi	Independent Director & Chairman of the Audit Committee
Mrs. Archana Singh	Independent Director
Mr. Anil Sharma	Independent Director
Mr. Pankaj Kumar Mittal (Present Physically)	Non Independent Director
Mr. Chandra Kant Dwivedi (Present Physically)	Non Independent Director

BY INVITATION

Mr. Vaibhav Agnihotri	Secretarial Auditor
Mr. Anurag Fatehpuria	Scrutinizer

IN ATTENDANCE

Mrs. Ruchi (Shukla) Sharma	Chief Financial Officer
Ms. Pooja Mishra	Company Secretary


Chairman's Initial



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Members Present through VC/OAVM (Public)

28

Proxies Present

Not Applicable

The Board of Directors of Company had authorized Ms. Pooja Mishra to conduct the proceedings of the 39<sup>th</sup> Annual General Meeting of the Company

**CHAIRMAN**

Mr. Arvind Kumar Mittal, Managing Director of the Company took the Chair and on his behalf Ms. Pooja Mishra, Company Secretary of the Company welcomed all the Members present at 39<sup>th</sup> Annual General meeting.

On behalf of the Chairman of the Meeting, Company Secretary conducted the meeting and accordingly informed the members that all the Directors of the Company were present at the Meeting.

Further the Company Secretary informed the members that the Statutory Auditor of the Company could not attend the meeting due to some un avoidable reasons therefore is granted leave of absence. She also informed the members that the meeting is being held through video conferencing in accordance with the circular issued by Ministry of Corporate Affairs and SEBI.

**QUORUM**


The Company Secretary confirmed about the requisite quorum to conduct the proceeding of the meeting and accordingly called the meeting to order.

**REGISTER & REPORTS**

The Company Secretary announced that Register of KMP, Directors'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.

She also informed the members that the Auditor's report on the financial statement for the year ended 2022 did not have any adverse remarks or qualifications or observations. With the consent of members, it was taken as read.

  
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She further informed the members that the report of Secretarial Auditor also did not have any adverse remarks or qualifications or observations 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 agenda item specified in the notice of the 39<sup>th</sup> Annual General Meeting and that the remote e voting facility commenced from 23<sup>rd</sup> September, 2022 at 09:00 A.M. and ended on 25<sup>th</sup> September, 2022 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 the NSDL.


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

She further 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 (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, 2022 INCLUDING THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

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

  
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year ended March 31, 2022. 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, 2022, 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. Pooja Mishra , 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. 2: APPOINTMENT OF DIRECTOR IN PLACE OF MR. PANKAJ KUMAR MITTAL (DIN: 05190278) WHO RETIRE BY ROTATION AND BEING ELIGIBLE OFFER HIMSELF FOR RE-APPOINTMENT**

It was stated that as per the requirements of the Companies Act, 2013, 1/3 of the directors (excluding Independent Directors) who are liable to retire by rotation, shall retire every year. Accordingly Mr. Pankaj Kumar Mittal 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. Pankaj Kumar Mittal (DIN: 05190278) 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. Pooja Mishra, Company Secretary of the Company be and is hereby authorized to take all the actions and steps expedient or desirable to give effect to this aforesaid resolution."

**ITEM NO. 3: REGULARIZATION FOR THE APPOINTMENT OF MR. ANIL SHARMA (DIN: 00033372) AS DIRECTOR OF THE COMPANY**

The Ordinary Resolution for item no. 3 of the Notice was to approve the regularization for the appointment of Mr. Anil Sharma as a Non Executive Independent Director of the Company. Mr. Anil Sharma was appointed as an Additional Director on November 13, 2021.

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

**"RESOLVED THAT** pursuant to the provisions of section 149,152,160 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the

  
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Companies (Appointment and Qualifications of Directors ) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force ), Articles of Association of the Company and Regulations 19(4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements ) Regulations, 2015, regulations, notifications and circulars of Reserve Bank of India and other applicable laws, Mr. ANIL SHARMA (DIN: 00033372), who was appointed as an Additional Director of the Company with effect from 13.11.2021 by the Board of Directors pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only up to the date of ensuing Annual General Meeting of the Company and in respect of whom the company has received the notice in writing from a member under section 160 of the Act proposing the candidature of Mr. Anil Sharma for the office of Director be and is hereby appointed as a Non Executive Independent Director of the Company, whose period of office will not be liable to determination by retirement of directors by rotation.

**"RESOLVED FURTHER THAT** Mr. Arvind Kumar Mittal, Managing Director and/or Ms. Pooja Mishra, 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. Bimal Krishna Sarkar, Mr. Jaydip Bakshi, Mr. Subhash Kar, Mr. Goutam Nandy , Mr. Abhirup Nandy, Ms. Lily Pradhan, Mr. Sujan Modak, Mr. Manas Banerjee and Ms Chandravati Gattani expressed their views with regard to the Company's performance, Management and Secretarial Department.

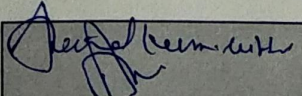
The Company Secretary acknowledged the views of the speaker shareholders and expressed her gratitude for the same.

She then informed that the Combined results of Remote E voting and E voting during the Annual General Meeting would be displayed over the company's notice board and on the Company's website on or before 28<sup>th</sup> September, 2022.

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

DATE: 17/10/2022

PLACE: KANPUR

  
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