

MINUTES OF THE MEETING OF
SHARE HOLDERS

MINUTES OF 31st ANNUAL GENERAL MEETING OF NEIL INDUSTRIES LIMITED HELD ON 30th SEPTEMBER 2014 AT 11.00 A.M. AT ITS REGISTERED OFFICE AT 203, Sarat Bose Road, 3rd floor, Near Deshpriya Park, Kolkata -700029.

PRESENT

Mr. Arvind Kumar Mittal	Member & Director
Mr. Chandra Kant Dwivedi	Director
Mr. Rajesh Bajpai	Director
Mr. Vaibhav Agnihotri	Company Secretary

5 other Members were present

CHAIRMAN

Mr. Arvind Kumar Mittal, Chairman of the meeting occupied the chair and ordered the meeting to commence.

QUORUM

After having verified the requisite quorum, the Chairman called the meeting to order. The Chairman welcomed the members to the meeting.

NOTICE CONVENING THE MEETING AND DIRECTORS' REPORT

With the permission of Chairman, the Notice convening the Meeting and Directors' Report, as circulated to the Members was taken as read.

AUDITORS' REPORT

The Chairman read out the Auditors' Report on Annual Accounts for the period ended on 31st March, 2014 to the Members.

APPROVAL OF ACCOUNTS

The Chairman then explained the activities of the company and invited the members present to ask queries arising out of the balance sheet, profit and loss account, Directors' Report and Auditors' Report.

Several questions (not involving any important point of principle) were asked and suitably replied by the Chairman. The Chairman proposed the following resolution:

RESOLVED THAT the Profit and Loss Account for the year ended 31.03.2014 and the Balance Sheet as on that date and the Directors' Report and the Auditors' Report thereon be and are hereby received and adopted."

The Resolution was put to vote and was unanimously passed on show of hands.

RE-APPOINTMENT OF THE RETIRING DIRECTOR

It was informed by the Board that in pursuance of the provisions of Section 152 of the Companies Act 2013 (formerly Section 255 of the Companies Act 1956.), Shri ARVIND KUMAR MITTAL (DIN: 02010445) who retires by rotation and is eligible for re appointment be and is hereby re-appointed.

RESOLVED THAT Pursuant to Section 152 of the Companies Act 2013 along with other corresponding sections of the Companies Act 2013 if any, Mr. Arvind Kumar Mittal who retires by rotation and makes himself eligible for re-appointment be and is hereby re appointed."

APPOINTMENT OF AUDITORS

The Chairman informed at the meeting that as per provisions of Companies Act, 1956, the office of auditors shall vacate at the conclusion of this annual general meeting. Therefore M/s R K Patodi & Company., Chartered Accountants (M. No. 059144) are reappointed as statutory auditors from the conclusion of this Annual General Meeting upto the conclusion of the 34th Annual General Meeting of the Company i.e for a period of three years subject to ratification at every Annual General Meeting and to authorize the Board of Directors to fix their remuneration for the financial year ending 2015. The following resolution was proposed in front of the members for their approval.

RESOLVED THAT, pursuant to the provisions of Section 139, 142 and 144 of the Companies Act 2013 and rules made there under, M/s. R K Patodi & Company., Chartered Accountants, (M. No. 059144), be and are hereby appointed Auditors of the Company, to hold office from the conclusion of this meeting upto 34th Annual General Meeting for a period of three years subject to ratification at every Annual General Meeting of

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the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors".

The Resolution was put to vote and was unanimously passed on show of hands.

SPECIAL BUSINESS

APPOINTMENT OF MR. RAJESH BAJPAI AS AN INDEPENDENT DIRECTOR IN THE COMPANY:

Mr. Rajesh Bajpai (DIN: 05153951), Director of the Company who was appointed as a Director liable to retire by rotation at the Annual General Meeting, and in respect of whom the Company has received a Notice from a Member under Section 160 of the Companies Act, 2013 along with requisite amount signifying his intention to propose Mr. Rajesh Bajpai (DIN: 05153951), as a candidate for the office of Director of the Company is proposed to be appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 30th September, 2014 or the date of the 36th Annual General Meeting, whichever is earlier."

The following resolution was proposed

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 and Schedule IV (Code of Independent Directors) and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force and Clause 49 of the Listing agreement, any statutory modifications thereof for the time being in force, Mr. Rajesh Bajpai (DIN: 05153951), Director of the Company who was appointed as a Director liable to retire by rotation at the Annual General Meeting, and in respect of whom the Company has received a Notice from a Member under Section 160 of the Companies Act, 2013 along with requisite amount signifying his intention to propose Mr. Rajesh Bajpai (DIN: 05153951), as a candidate for the



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office of Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 30th September, 2014 or the date of the 36th Annual General Meeting, whichever is earlier."

The Resolution was put to vote and was unanimously passed on show of hands.

APPOINTMENT OF MR. CHNADRA KANT DWIVEDI AS AN INDEPENDENT DIRECTOR IN THE COMPANY:

Mr. Chandra Kant Dwivedi (DIN: 05153951), Director of the Company who was appointed as a Director liable to retire by rotation at the Annual General Meeting, and in respect of whom the Company has received a Notice from a Member under Section 160 of the Companies Act, 2013 along with requisite amount signifying his intention to propose Mr. Rajesh Bajpai (DIN: 05153951), as a candidate for the office of Director of the Company is proposed to be appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 30th September, 2014 or the date of the 36th Annual General Meeting, whichever is earlier."

The following resolution was proposed

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 and Schedule IV (Code of Independent Directors) and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force and Clause 49 of the Listing agreement, any statutory modifications thereof for the time being in force, Mr. Chandra Kant Dwivedi (DIN: 06396144), Director of the Company who retires by rotation at the Annual General Meeting, and in respect of whom the Company has received a Notice from a Member under Section 160 of the Companies Act, 2013 along with requisite amount

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signifying his intention to propose Chandra Kant Dwivedi (DIN: 06396144), as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 30th September, 2014 or the date of the 36th Annual General Meeting, whichever is earlier."

The Resolution was put to vote and was unanimously passed on show of hands.

APPOINTMENT OF MR. VIVEK AWASTHI AS AN INDEPENDENT DIRECTOR IN THE COMPANY:

Mr. Vivek Awasthi (DIN: 06961442), is proposed to be appointed as an Independent Director in the Company and therefore in respect of him the Company has received a Notice from a Member under Section 160 of the Companies Act, 2013 along with requisite amount signifying his intention to propose Mr. Vivek Awasthi (DIN: 06961442) as a candidate for the office of Director of the Company to hold office for a term up to five consecutive years commencing from 30th September, 2014 or the date of the 36th Annual General Meeting, whichever is earlier."

The following resolution was proposed

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 and Schedule IV (Code of Independent Directors) and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force and Clause 49 of the Listing agreement, any statutory modifications thereof for the time being in force, CA Vivek Awasthi (DIN: 06961442), in respect of whom the Company has received a Notice from a Member under Section 160 of the Companies Act, 2013 along with requisite amount signifying his intention to propose ,



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CA Vivek Awasthi (DIN: 06961442), as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 30th September, 2014 or the date of the 36th Annual General Meeting, whichever is earlier."

The Resolution was put to vote and was passed on show of hands.

REGISTERS AND RETURNS TO BE KEPT AT A PLACE OTHER THAN THE REGISTERED OFFICE OF THE COMPANY:

The Registered office of the Company is situated at 203, Sarat Bose Road, 3rd floor, Near Deshpriya Park, Kolkata - 700029. The Board of Directors of the Company thinks it suitable to keep the registers and returns along with the other records at the Corporate office of the Company at 16/19A, Civil Lines, Kanpur-208001 where more than the one-tenth of the total number of Shareholders reside, Therefore the following resolution was proposed in front of the shareholders of the Company.

RESOLVED THAT pursuant to the provisions of Section 88 read with Section 94(1) and other applicable provisions of the Companies Act, 2013 and Rule 3 of the Company (Management and Administration) Rules, 2014 and any other applicable rules framed thereunder (including any Statutory modification or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to the Board of Directors of the Company for maintaining the Register of Members and other securities holders, if any, maintained under Section 88 of the Companies Act, 2013 together with the Index of the Members /other security holders at the Corporate office of the Company situated at 16/19 A, Civil Lines, Kanpur-208001 where more than one-tenth of the total members entered in the register of Members reside instead of presently being maintained by the Registrar and Share Transfer Agents of the Company, i.e. M/S Skyline Financial Services Limited D-


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153-A, 1st floor, Okhala Industrial Area, Phase I, New
Delhi- 110020."

"FURTHER RESOLVED THAT any of the Director be and are
hereby authorised to file E-Form MGT-14 or any other E-Form
as may required to be file with the office of Registrar of
Companies and to do all such acts , deeds, matters and
things as may be considered necessary, desirable or
expedient to give effect to this Resolution."


The Resolution was put to vote and was passed on show of
hands.

VOTE OF THANKS

There being no other business to transact, meeting ended
with a vote of thanks to the Chair.

DATE: 18.10.2014

PLACE: KOLKATA


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