

**MINUTES OF THE THIRTY THIRD ANNUAL GENERAL MEETING OF NEIL INDUSTRIES LIMITED HELD ON FRIDAY, THE 23<sup>RD</sup> DAY OF SEPTEMBER, 2016 WHICH COMMENCED AT 11:00 A.M AND CONCLUDED AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 88B(GROUND FLOOR), LAKE VIEW ROAD, KOLKATA-700029:**

**PRESENT:**

MR. ARVIND KUMAR MITTAL	-	MANAGING DIRECTOR & MEMBER
MR. VIVEK AWASTHI	-	INDEPENDENT DIRECTOR & CHAIRMAN OF THE AUDIT COMMITTEE

**IN ATTENDANCE:**

MR. VAIBHAV AGNIHOTRI	COMPANY SECRETARY
-----------------------	-------------------

MEMBERS PRESENT IN PERSON:	63
PROXIES PESENT:	05

**1. CHAIRMAN**

Mr. ARVIND KUMAR MITTAL, Managing Director of the Company was appointed as the Chairman of the meeting and therefore he welcomed all the members present in the Annual General Meeting.

The Chairman of the meeting 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.

**STATUTORY AUDITORS & SECRETARIAL AUDITOR'S** were exempted to attend the Annual General Meeting as they were busy in their other commitments.

The Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholder Grievance Committee was present in the meeting.

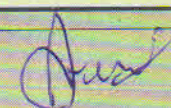
**2. QUORUM**

The Chairman ascertained the quorum and called the meeting to order.

**3. REGISTER & REPORTS**

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

The Chairman informed the Members that the auditor's report on the financial statements for the year ended March 31<sup>ST</sup> 2016 did not have any adverse remarks or qualifications or observations. With the Consent of Members it was taken as read.



He 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.

The Chairman then proceeded with the Proceedings of the Meeting.

The Managing Director then informed the members that in accordance with Section 108 of the Companies Act 2013 read with Rule 20 of the Companies ( Management and administration) Rules 2014 as amended the Company had provided the remote E Voting facility to its shareholders to enable them to cast their vote electronically on the agenda item specified in the notice of the Annual General Meeting and that the remote e voting facility commenced from 20<sup>th</sup> September, 2016 and at 09:00 A.M. and ended on 22<sup>nd</sup> September, 2016 at 05:00 P.M. He informed the members that Mr. Anurag Fatehpuria, Practicing Company Secretary was appointed as scrutinizer for scrutinizing the E Voting Process.

The Managing Director also informed the members that the facility for Voting through Ballot paper has been made available at the meeting for members who have not voted through remote e voting and that the poll should be taken for all those members. Mr. Anurag Fatehpuria was appointed as the scrutinizing the ballot process also.

Thereafter, he proceeded on with the taking up of each matter as per the notice of Annual General Meeting.

**ITEM NO. 1: CONSIDERATION & ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2016 INCLUDING THE REPORT OF THE BOARD OF DIRECTOR'S AND AUDITORS THEREON:**

The Chairman stated that the purpose of ITEM NO. 1 was to approve the financial statements along with the board of Director's report and auditor's report for the financial year ended 31<sup>st</sup> March 2016. The approve accounts would be filed with the registrar of Companies. He also highlighted the performance of the company during the year.

**Thereafter the following resolution was proposed and seconded by the shareholders**

Proposed by: Mr. Ram Mohan Mantri (IN30177414966399)  
Seconded by: Mr. Tapas Kumar Dutta (IN30125010051448)

**"RESOLVED THAT** the audited balance sheet as on 31<sup>st</sup> March 2016 and the profit and loss Account of the Company for the financial year ended and the report of Board of Directors and Auditors be and are hereby received considered and adopted."

**ITEM NO. 2: RE-APPOINTMENT OF MR. CHANDRA KANT DWIVEDI AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY:**

The Chairman Informed the members that as per the requirements of the Companies Act, 2013. One third of the total No. of Directors has to retire by rotation.

**Thereafter, the following resolution was proposed and seconded by the shareholders.**

Proposed by: Mr. Ram Mohan Mantri (IN30177414966399)  
Seconded by: Mr. Hiralal Sadhukhan (IN30085310106916)

**"RESOLVED THAT** Mr. Chandra Kant Dwivedi, Director of the Company, a director retiring by rotation, be and is hereby re-appointed as the Non-Executive Non-Independent Director of the Company."

**ITEM NO. 3: RATIFY THE APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:**

The purpose of this resolution was to ratify the appointment of Statutory Auditors of the Company at this Annual General Meeting who were appointed as the Auditors from the conclusion of the 32<sup>nd</sup> Annual General Meeting until the conclusion of the 37<sup>th</sup> Annual General Meeting.

**Thereafter, the following resolution was proposed and seconded by the shareholders.**

Proposed by: Mr. Ram Mohan Mantri (IN30177414966399)  
Seconded by: Mr. Madhu Sudan Dey (IN30011811008437)

**"RESOLVED THAT** pursuant to the first provision of 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 32<sup>nd</sup> Annual General Meeting until the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company and whose office was 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."

The Chairman opened the floor for discussion on the resolutions on which voting was to be held as mentioned in the notice including clarification on the accounts and reports.

Mr. Tapas Kumar Dutta, Sandip Mukherjee, Bandana Pal and Anindam Ray raised few queries regarding other expenses, legal fees, working capital etc.

While pointing out the absence of one of the Director in the board meeting as reported in the Annual report 2016 the shareholders suggested that the meeting could be held through web cast for providing better participation of the Board.

The Managing Director, Company Secretary and the Chairman of the Audit Committee replied to the queries raised by the shareholders along with giving detailed explanations on some specific matters.

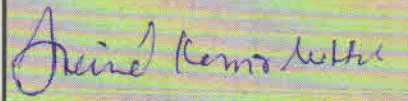
The Company Secretary handed over the ballot papers to all the shareholders present so that they could vote in the ballot paper and put the papers in the ballot box kept near the dais in the custody of the scrutinizer.

The Company Secretary informed the shareholders that the combined results of the Remote E- voting and voting by postal ballot would be put up in the company's notice board and on the Company's website.

There being no other business the chairman thanked the shareholders for participating in the meeting.

**DATE: 04/10/2016**  
**PLACE: KOLKATA**

[4]

  
Chairman's Initial