

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

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 37th Annual General Meeting of the Members of Neil Industries Limited will be held on Wednesday, the 30th day of September 2020 at 10.00 A.M. through Video Conferencing / Other Audio Visual Means (VC/OAVM) 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, 2020, 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 RE-APPOINT THE STATUTORY AUDITOR OF THE COMPANY FOR THE SECOND TERM OF FIVE CONSECUTIVE YEARS

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution:**

“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.

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”.

SPECIAL BUSINESS:

4. TO REGULARIZE THE APPOINTMENT OF MR. PANKAJ KUMAR MITTAL (DIN: 05190278) AS A DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution:**

"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”.

5. TO RE-APPOINT MRS. PINKI YADAV (DIN: 06995315) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"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”.

6. TO RE-APPOINT MR. CHANDRA KANT DWIVEDI (DIN: 06396144) AS NON EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**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”.

Date: 02nd September, 2020
Place: Kanpur

By the order of Board
For Neil Industries Limited
Sd/-
(Amanpreet Kaur)
Company Secretary
ACS No. 56912

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding) Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act,2013.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of

casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at **www.neil.co.in**. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at **www.bseindia.com** and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. **www.evoting.nsdl.com**.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members from the date of circulation of this Notice up to the date of the AGM i.e. September 30, 2020. Members seeking to inspect such documents can send an e-mail to **neil@rediffmail.com**
10. 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 cut-off date **September 18, 2020**.
11. The Register of Members and Share Transfer Books will remain closed **from September 23rd, 2020 to September 30th, 2020** (both days inclusive) for the purpose of AGM.
12. 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. The Scrutinizer shall within a period of not exceeding two(2) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least 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.
13. The Results shall be declared on or after the 37th 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 in the 37th Annual General Meeting of the Company on September 30, 2020 and communicated to the Bombay Stock Exchange (BSE).

14. Since the AGM will be held through VC in accordance with the Circulars, the Route map, Proxy form and Attendance slip are not attached to this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on **Sunday, 27th September, 2020 at 9:00 A.M. and ends on Tuesday, 29th September, 2020 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Notice of the 37th AGM of the Company inter alia indicating the process and manner of e-Voting process.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- (iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- (iv) Your User ID details will be as per details given below:
 - a) For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
- (v) Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

c. How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

(vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a. Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

(vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

(viii) Now, you will have to click on "Login" button.

(ix) After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

(i) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

(ii) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

(iii) Select "EVEN" of the Company.

(iv) Now you are ready for e-Voting as the Voting page opens.

(v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

(vi) Upon confirmation, the message "Vote cast successfully" will be displayed.

- (vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to af2011@rediffmail.com. with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to www.neilil@rediffmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to www.neilil@rediffmail.com.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through

remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE DAY AGM THROUGH VC/OAVM ARE AS UNDER: -

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. The Skyline Financial Services Private Limited, Registrar and Share Transfer Agent, of the Company will be providing VC/OAVM Services.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at **neilil@rediffmail.com**.

7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at neilil@rediffmail.com. The same will be replied by the company suitably.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

Item No. 3:

The tenure of Ranjit Jain & Company, Chartered Accounts as Statutory Auditors of the Company shall end at the conclusion of 37th Annual General Meeting scheduled to be held in September 2020. In accordance with Section 139(2) (b) of the Companies Act, 2013, the Statutory Auditors are eligible to be reappointment for a 2nd term of five consecutive years and the necessary consent along with certificate have been received from them in this regard.

The Board, on recommendation of the Audit Committee, has approved the reappointment of M/s. Ranjit Jain & Company, Chartered Accountants, (ICAI Firm Registration No. 322505E) for the second term of 5 years w.e.f. 37th Annual General Meeting up to the conclusion of 42nd Annual General Meeting on a proposed remuneration of Rs. 50000 per annum. The other terms and conditions relating to appointment and remuneration in such manner as may be permissible in accordance with the provisions of the Companies Act, 2013 as may be agreed to by and between the Board of Directors and the Statutory Auditors, without any further reference to the shareholders in General Meeting.

The Board recommends the resolutions at Item No. 3 of the accompanying notice for approval of the Members. None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 3.

Item No. 4:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Pankaj Kumar Mittal as an Additional (Non-Executive, Non-Independent) Director of the Company, w.e.f. August 13, 2020. Pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Mr. Pankaj Kumar Mittal will hold the office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from him, proposing the candidature of for the office of Director. Mr. Pankaj Kumar Mittal, once appointed will be liable to retire by rotation and will be subject to the Company's Policy on Retirement of Directors.

The Company has received from Mr. Mittal (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;(ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

The profile and specific areas of expertise of Mr. Pankaj Kumar Mittal are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Pankaj Kumar Mittal and Mr. Arvind Kumar Mittal, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the Resolution set forth in Item No. 4 for the approval of the Members.

Item No. 5:

Mrs. Pinki Yadav was appointed as an Independent Director by the Shareholders of the Company at the 32nd Annual General Meeting held on September 18, 2015, for a period of five years with effect from September 18, 2015 up to the date of 37th Annual General Meeting.

The Board on September 02nd, 2020 based on the recommendations of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mrs. Pinki Yadav as a Member of the Board considering that the continued association of Mrs. Pinki Yadav would be beneficial to the Company and therefore, proposed to re-appoint Mrs. Pinki Yadav as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years effective from September 30, 2020 up to 42nd Annual General Meeting. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from her proposing the candidature for the office of Director.

The Company has received from Mrs. Pinki Yadav (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that she has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the re-appointment of Mrs. Pinki Yadav as an Independent Director of the Company for a second term of five consecutive years commencing from September 30, 2020 up to 42nd Annual General Meeting is being placed before the Shareholders for their approval by way of a special resolution. Mrs. Pinki Yadav, once appointed, will not be liable to retire by rotation. In the opinion of the Board, Mrs. Pinki Yadav is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the LODR Regulations, each as amended, and is independent of the Management of the Company.

The profile and specific areas of expertise of Mrs. Pinki Yadav are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mrs. Pinki Yadav, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the Resolution set forth in Item No. 5 for the approval of the Members.

Item No. 6:

Mr. Chandra Kant Dwivedi was appointed as a Non Executive Non Independent Director by the Shareholders of the Company at the 32nd Annual General Meeting held on September 18, 2015 for a period of five years with effect from September 18, 2015 up to the date of 37th Annual General Meeting.

The Board on September 02nd, 2020 based on the recommendations of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mr. Chandra Kant Dwivedi as a Member of the Board considering that the continued association of Mr. Chandra Kant Dwivedi would be beneficial to the Company and therefore, proposed to re-appoint Mr. Chandra Kant Dwivedi as a Non-Executive Non Independent Director of the Company, liable to retire by rotation, for a second term of five years effective from September 30, 2020 up to 42nd Annual General Meeting. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from him proposing the candidature for the office of Director.

The Company has received from Mr. Chandra Kant Dwivedi (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

In terms applicable provisions of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the re-appointment of Mr. Chandra Kant Dwivedi as a Non-Executive Non Independent Director of the Company for a second term of five years commencing from September 30, 2020 up to 42nd Annual General Meeting is being placed before the Shareholders for their approval by way of a special resolution. Mr. Chandra Kant Dwivedi, once appointed, will be liable to retire by rotation. In the opinion of the Board, Mr. Chandra Kant Dwivedi is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the LODR Regulations.

The profile and specific areas of expertise of Mr. Chandra Kant Dwivedi are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Chandra Kant Dwivedi, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

The Board recommends the Resolution set forth in Item No. 6 for the approval of the Members.

ANNEXURE TO THE NOTICE:

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

ITEM No. 4:

Mr. Pankaj Kumar Mittal is an Additional (Non Executive Non Independent) Director of the Company. The resolution seeks to regularize the appointment of Mr. Pankaj Kumar Mittal at this Annual General Meeting. The particulars of the director are given below.

PANKAJ KUMAR MITTAL

NAME	Pankaj Kumar Mittal
FATHER'S NAME	Nirmal Kumar Mittal
D.O.B.	14/09/1968
ADDRESS	113/93, Shree Dham Apartment, Swaroop Nagar, Kanpur-208002
RELATIONSHIP WITH KMP	Brother of Mr. Arvind Kumar Mittal
QUALIFICATION	LLB
EXPERIENCE	Mr. Pankaj Kumar Mittal is an advocate by profession and has an experience of 20 Years in his respective field.
THEIR DIRECTORSHIP	Nil
SHAREHOLDING IN THE COMPANY	Nil

ITEM No. 5:

Mrs. Pinki Yadav is a Non Executive Independent Director of the Company whose office is not liable to retire by rotation as per Section 152 of the Companies Act, 2013. The resolution seeks for her re-appointment at this Annual General Meeting. The particulars of the director are given below.

PINKI YADAV

NAME	Pinki Yadav
FATHER'S NAME	Ram Pal Yadav
D.O.B.	15/10/1979
ADDRESS	15/137, Civil Lines, Kanpur-208001
QUALIFICATION	Graduate
EXPERIENCE	Mrs. Pinki Yadav is a philanthropist and has an experience of 10 Years in her respective field.

THEIR DIRECTORSHIP	Nil
SHAREHOLDING IN THE COMPANY	Nil

ITEM No. 2 & 6:

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 40 years in the field of Economy, and education. He is also associated with a major agro business industry for a period of last 3 years.
THEIR DIRECTORSHIP	Nil
SHAREHOLDING IN THE COMPANY	Nil