

MINUTES OF THE MEETING OF
SHARE HOLDERS

MINUTES OF THE 42nd ANNUAL GENERAL MEETING OF THE
MEMBERS OF NEIL INDUSTRIES LIMITED HELD ON SATURDAY, 27th
SEPTEMBER, 2025 AT 11:00 A.M. THROUGH VIDEO CONFERENCING/
OTHER AUDIO -VISUAL MEANS (OAVM)

Following were present:

Mr. Arvind Kumar Mittal	Managing Director and Member
Ms. Kritika Sharma	Independent Director and Chairperson of the Audit Committee, Stakeholder's Relationship Committee & Nomination and Remuneration Committee
Mr. Anil Sharma	Independent Director
Mrs. Kiran Priyani	Additional Director

By Invitation:

Mr. Ronak Khandelwal	Statutory Auditor
Mr. Vaibhav Agnihotri	Secretarial Auditor
Mr. Anurag Fatehpuria	Scrutinizer

In Attendance:

Mrs. Ruchi (Shukla) Sharma	Chief Financial Officer
Ms. Deepanti Verma	Company Secretary & Compliance Officer

Members present through VC/OAVM (Public)	52
Proxies Present	Not Applicable

Meeting Commenced At: 11:00A.M Meeting Concluded At: 11:38 A.M

The Board of Directors of Company had authorized Ms. Deepanti Verma, Company Secretary & Compliance Officer to conduct the proceedings of the 42nd Annual General Meeting of the Company.

Chairman:

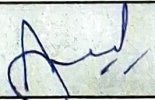
With the permission of Board, Mr. Arvind Kumar Mittal, Managing Director of the Company had appointed as the Chairman of this Meeting.

On behalf of the Chairman, Company Secretary & Compliance Officer welcomed all the Members present at the Meeting and conducted the formal proceedings of the Meeting with the short introduction of Board Members and Senior Management of the Company. It was also noted that two of the directors who joined the meeting at the time of commencement were not visible at the meeting floor due to some network connection issue.

She also informed the members that the Meeting is being held through Video-Conferencing mode in accordance with the circular issued by the Ministry of Corporate Affairs & Securities Exchange Board of India.

Quorum

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


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Register and Reports

The Company Secretary announced that all the Statutory Registers as per Companies Act, 2013 are available for Shareholders for inspection upon request made by them.

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

Information on Voting at the AGM

The Company Secretary requested the Members to refer to the instructions provided in the Notice for a seamless participation through video conference and for also voting. She also informed that as per the provisions of Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended time to time, the Company had provided the facility to cast the votes electronically, on all resolutions set forth in the Notice. The e-voting period commenced on Wednesday, 24th September, 2025 at 09.00 a.m. and ends on Friday, 26th September, 2025 at 05.00 p.m. Shareholders who have not cast their votes and who are participating in this meeting will have an opportunity to cast their votes during the meeting through the e-Voting system provided by NSDL. Such e-voting will be available for next 15 minutes after the conclusion of Meeting.

Board's Report, Secretarial Auditor's Report and Independent Auditor's Report were taken as read:

Subsequent reading the Managing Director's message, the Company Secretary informed that in the Section of Board's Report, the observation of the Independent Statutory Audit Report and the Secretarial Audit Report is self-explanatory and does not contain any qualification, observation or adverse comment, with the consent of members rest of the Reports were taken as read.

Information regarding Scrutinizer Report:

The Company Secretary further informed that Board of Directors had appointed Mr. Anurag Fatehpuria (C.P. No. 12855) as the Scrutinizer of this meeting. Based on the report of the Scrutinizer, the combined results of the remote e-voting and e-voting done at the meeting will be announced and displayed on the website of the Company and also will also be submitted to the Stock Exchange as per the requirement under SEBI regulations.

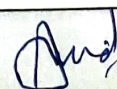
Ahead of this, Company Secretary had moved all the resolutions set out in the notice of AGM and then moved to the discussion and Q& A session. On the conclusion of the discussion and Q& A session, the members could cast their vote on the resolutions through e-voting.

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

Item no. 1: Consideration and adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2025 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 year ended March 31, 2025.

The approved accounts would be filed with the Registrar of the Companies.



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

“RESOLVED THAT the Audited Financial Statements including Balance Sheet of the Company as at March 31, 2025, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Directors' and Auditors Reports of the Company as at March 31, 2025, placed before the meeting, be and are hereby considered and adopted.

RESOLVED FURTHER THAT Mr. Arvind Kumar Mittal, Managing Director and /or Ms. Deepanti Verma, 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. Chandra Kant Dwivedi (DIN: 06396144) who retire by rotation and being eligible offer himself for re-appointment:

As per the requirements of the Companies Act, 2013, 1/3 of the Directors (excluding Independent Directors) who are liable to retire by rotation and has offered himself for re- appointment.

The Ordinary 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, Mr. Chandra Kant Dwivedi (DIN:06396144), who retires by rotation at this meeting, and being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive- Non-Independent Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Arvind Kumar Mittal, Managing Director and /or Ms. Deepanti Verma, 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”

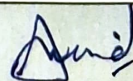
Item No. 3 Consideration and approval of the continuation of Shri Chandra Kant Dwivedi (DIN: 06396144) as a Non- Executive Non-Independent Director, notwithstanding his attaining the age of seventy-five years

The Special Resolution for Item No. 3 of the Notice was to approve the continuation of holding of office by Shri Chandra Kant Dwivedi (DIN: 06396144) as a Non-Executive Non-Independent Director, notwithstanding his attaining the age of seventy-five (75) years. The Company Secretary further apprised the Members that the Nomination and Remuneration Committee and the Board of Directors, after due consideration of Shri Dwivedi's qualifications, experience, and valuable contributions to the Company, had recommended his continuation for the approval of the Members.

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

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for continuation of holding of office by Shri Chandra Kant Dwivedi (DIN: 06396144) as a Non-Executive Non- Independent director of the Company, liable to retire by rotation, notwithstanding his attaining the age of 75 years on June 15, 2026;

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be deemed



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necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto ”

Item No. 4 Appointment of M/s V. Agnihotri & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company for a term of five (5) consecutive years and to fix their remuneration.

The ordinary resolution for Item No. 4 of the Notice was to approve the appointment of M/s V. Agnihotri & Associates; Practicing Company Secretaries (Peer Review No. 2065/2022) as Secretarial Auditors of the Company for a term of five (5) consecutive years to hold office from Financial Year 2025-26 to 2029-30 and to fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of the Audit Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded for the appointment of M/s V. Agnihotri & Associates (Peer Review No. 2065/2022), Practicing Company Secretaries, Kanpur, as the Secretarial Auditor of the Company, for a term of five (5) consecutive years, from FY 2025-26 to FY 2029-30, on such terms and conditions, including remuneration, as may be determined by the Board of Directors of the Company (including its Committee thereof) in consultation with the Secretarial Auditor, from time to time;

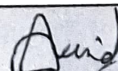
RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

Item No. 5 Appointment of Mrs. Kiran Privani (DIN: 11219647) as a Non-Executive, Independent Director of the Company.

The Special Resolution for item no. 5 of the Notice was to approve the appointment of Mrs. Kiran Priyani (DIN: 11219647) as an Independent Director of the Company. Mrs. Kiran Priyani was appointed as an Additional Director on August, 11, 2025.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and 25(2A) of SEBI Listing Regulations as amended from time to time and/or any other applicable laws (including statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), if any, read with the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and Board of Directors, Mrs. Kiran Priyani (DIN:11219647), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from August 11, 2025, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and being eligible for appointment



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under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of the Director, not liable to retire by rotation be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of five (5) consecutive years commencing from August 11, 2025 up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2030 or the expiry of five (5) years, whichever is earlier.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

Speaker Shareholders:

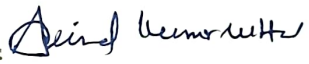
All the Registered Speaker Shareholders who were present at the meeting had expressed their views with regard to the Company's performance, Management and Secretarial Department and the questions asked by them were responded to their satisfaction.

The Company Secretary acknowledged the views of the Speaker Shareholders and expressed her gratitude for the same.

She then informed that the facility to cast vote shall remain open for another 15 minutes.

There being no other business transacted at the Meeting. On behalf of the Chairman, Company Secretary appreciated the Shareholders for participating in the Meeting.

Date: 18.10.2025
Place: Kanpur

Chairman: 
Name: Arvind Kumar Mittal
DIN: 02010445

[Note: The above minutes were prepared and entered in the minute's book in accordance with provisions of Companies Act 2013, rules made there under, read with Secretarial Standard II]

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