



NEIL INDUSTRIES LIMITED

CIN: L51109WB1983PLC036091

Regd. Office: 88B, (Ground Floor), Lake View Road, Kolkata-700029 Ph- 033-40088545

Corporate Office: 14/113, Civil Lines, 402-403, Kan Chambers, Kanpur-208001

Tel: 8953338815, E-mail: neilil@rediffmail.com

Website: www.neil.co.in

June 03, 2024

To

The General Manager- Listing

Corporate Relation Department

BSE Limited

PJ Tower, 25th Floor, Dalal Street,

Mumbai -400001

Subject: Intimation of Extra-ordinary General Meeting of the Members of the Company and Closure of Register of Members and Share Transfer Books as well as submission of Notice of the said Extra-ordinary General Meeting of the Company.

Ref: NEIL INDUSTRIES LIMITED (Scrip Code: 539016)

Dear Sir/ Madam,

In furtherance to our letter dated May 29, 2023 and pursuant to Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), as amended, we would like to inform you that an Extra-ordinary General Meeting of Neil Industries Limited (the “Company”) is scheduled to be held on **Tuesday, July 02, 2024 at 12:30 P.M at Auditorium U.P. Stock and Capital Limited Padam Towers 14/113 Civil Lines Kanpur-208001.**

The Company has dispatched the Notice of the Extra-ordinary General Meeting (“EGM”) to the shareholders today i.e. on Monday, June 03, 2024 in electronic mode to those members whose email addresses are registered with the Company / Depository Participant(s) / Skyline Financial Services Private Limited (“Skyline”/ “RTA”), the Registrar and Share Transfer Agent of the Company and the physical copies were dispatched to the other shareholders through permitted mode.

Pursuant to the applicable provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, each as amended, the Company is pleased to provide to its Members, the facility to exercise their right to vote electronically, through e-voting services provided by National Securities Depository Limited (“NSDL”), from a place other than



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the venue of the EGM (“remote e-voting”), on the resolution as set out in the Notice. Further, the facility for voting through ballot paper will also be made available at the EGM and Members who have not already cast their vote by remote e-voting shall be able to exercise their right at the EGM. Members who have cast their vote by remote e-voting may also attend the EGM, but shall not be allowed to cast their vote again.

The cut-off date for determining the eligibility of Members to vote by remote e-voting or voting at the EGM is **Friday, June 21, 2024**.

The remote e-voting will commence on **Saturday, June 29, 2024 (09:00 a.m. IST)** and **ends on Monday, July 01, 2024 (05:00 p.m. IST)**.

The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, June 25, 2024 to Tuesday, July 02, 2024 (both days inclusive)** for the purpose of the EGM.

Accordingly, we are enclosing herewith the notice of Extra-ordinary General Meeting together with the explanatory statement for your reference.

The copy of the aforementioned Notice is available on the corporate website of the Company www.neil.co.in

The details required under PARA-A of Schedule III of SEBI Listing Regulations read with SEBI/HO/CFD-PoD/P/CIR/2023/123 dated July 13, 2023 are given in “**Annexure-A**” attached to this letter.

We request you to kindly take the above information in your record.

Thanking You,

For Neil Industries Limited

Deepanti Verma
(Company Secretary & Compliance Officer)

Encl.: as above



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ANNEXURE-A

Particulars	Details
Date of notice/call letters/resolution etc.	May 29, 2024
Brief details viz. agenda (if any) proposed, manner of approval proposed etc.	To appoint Statutory Auditors of the Company and to fix their remuneration to fill casual vacancy by passing of resolution at Extra Ordinary General Meeting.



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NOTICE OF EXTRA- ORDINARY GENERAL MEETING

Notice is hereby given that the Extra- ordinary General Meeting (EGM) of the members of **NEIL INDUSTRIES LIMITED** (the “Company”) will be held on **Tuesday, the 02nd day of July, 2024 at 12:30 P.M.** at **Auditorium U.P. Stock and Capital Limited Padam Towers 14/113 Civil Lines Kanpur-208001** to transact the following business:

SPECIAL BUSINESS:

1. To appoint the Statutory Auditors of the Company and to fix their remuneration to fill casual vacancy:

To consider and, if thought fit to pass with or without modification the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 (the “Act”), read with the Rules framed thereunder and other applicable provisions of the Act, if any, including any statutory modifications, amendments thereto or re-enactments thereof and as recommended by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to appoint M/s R P Khandelwal & Associates (FRN: 001795C), Chartered Accountants, as the Statutory Auditors of the Company to fill the casual vacancy arising due to the resignation by M/s Ranjit Jain & Co. (FRN: 322505E), Chartered Accountants.

RESOLVED FURTHER THAT M/s R P Khandelwal & Associates, Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company to conduct the audit for the period ended as on March 31, 2024, and shall hold the office as Statutory Auditors from the conclusion of this Extra-ordinary General Meeting till the conclusion of the ensuing 41st Annual General Meeting of the Company on such remuneration as may be determined by the Audit Committee and Board of Directors of the Company in consultation with the Auditors..



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RESOLVED FURTHER THAT any of the Directors or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution including filing of necessary forms with the concerned office of the Registrar of Companies, as may be required and to comply with all other requirements in this regard.”

Place: Kanpur

Date: May 29, 2024

BY ORDER OF THE BOARD OF DIRECTORS

NEIL INDUSTRIES LIMITED

Registered Office

88B (Ground Floor)

Lake view Road

Kolkata-700029

Sd/

Deepanti Verma

(Company Secretary & Compliance Officer)



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IMPORTANT NOTES:

- 1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AN SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
2. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under item no. 1 of the accompanying Notice is annexed hereto.
3. Member/ proxy should bring the duly filled Attendance Slip at the Extra- ordinary General Meeting (“EGM”). Duplicate admission Slips and or copies of the notice will not be provided at the EGM venue.
4. Corporate Members intending to send their authorized representative(s) pursuant to Section 113 of the Companies Act, 2013 to attend the Meeting are requested to send a certified copy the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. A person authorized by resolution under section 113(1) of the Companies Act, 2013 shall be entitled to exercise the same right and powers, including the right to vote by proxy, on behalf of the body corporate which he/she represents.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 (“Listing Regulations”), the Register of Members and Share Transfer Book of the Company will remain closed from Tuesday, June 25, 2024 to Tuesday, July 2, 2024 (both days inclusive) in connection with the Meeting.



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6. The members are requested to intimate the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
7. Regulation 40 of the Listing Regulations mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in dematerialised form. Further, SEBI, vide its Circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission, transposition, etc. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Any shareholder who is desirous of dematerializing their securities may write to the Company at neilil@rediffmail.com or to Skyline Financial Services Private Limited, the Registrar and Share Transfer Agent of the Company (“Skyline” / “RTA”) at admin@skylinerta.com
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares in electronic form are therefore requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members are requested to notify immediately any change in their addresses and/ or the Bank Mandate details to Skyline for shares held in physical form and to their respective depository Participants (DP) for shares held in electronic form.
11. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a “Green Initiative in Corporate Governance” and allowed companies to share documents with its shareholders through electronic mode. The stock exchanges permit companies to send soft copies of the notice to all those shareholders who have registered their e-mail address for the said purpose. Members are requested to support this Green Initiative by registering / updating their e-mail address for receiving electronic communication.



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12. All the documents referred to in the notice are open for inspection at the registered office of the Company between 11 A.M. to 05.00 P.M on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.
13. The Notice calling the EGM has been uploaded on the corporate website of the Company i.e. www.neil.co.in. The Notice can also be accessed from the website of the stock exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
14. The route map as per the requirement of SS-2 and prominent landmark of the venue of the Meeting as well as Attendance Slip and Proxy Form are annexed to this Notice. **Members are requested to bring their Attendance Slip along with the EGM Notice to the Meeting, as the same will not be available for distribution at the Meeting.**
15. The Board of Directors has appointed **CS Vaibhav Agnihotri, Practicing Company Secretary (Membership No. FCS: 10363, CP No: 21596)**, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith and the resolution will be deemed to be passed on the date of the EGM subject to receipt of the requisite number of votes in favour of the resolution.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's corporate website www.neil.co.in and on the website of NSDL immediately after the result is declared by the Chairman; and results shall immediately be disseminated to the stock exchange where the shares of the Company are listed.

16. Manner of Voting:

During the remote e-voting period, the Members of the Company holding shares in physical form or in dematerialized form, as on cut-off date being, Friday, June 21, 2024 may cast their vote by electronic means in the manner and process set out herein below. The remote e-voting module shall be disabled for



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voting thereafter. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

In addition to the remote e-voting facility as described below, the Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through voting system available during the EGM. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

A Member can opt for only single mode of voting i.e. through remote e-Voting or voting at the EGM. If a Member cast votes by both modes, then voting done through remote e-Voting shall prevail and vote at the EGM shall be treated as invalid.

17. E-Voting facility:

a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020 and May 5, 2020 and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, as amended, the Company is pleased to provide to the members the facility of “remote e-voting” (e-voting from a place other than venue of EGM) to exercise their vote at the EGM and accordingly business as mentioned in this Notice shall be transacted through e-voting. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) as the authorized e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting will be provided by NSDL.

b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, June 21, 2024, shall be entitled to avail the facility of remote e-voting system. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

c) Once the vote on resolution is cast by the member, such member shall not be allowed to change it subsequently.



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18. Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Security holders can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents. For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the demat account is held.

19. GENERAL INFORMATION

The remote e-voting period begins on Saturday, June 29, 2024 at 09:00 A.M. and will end on Monday, July 01, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, June 21, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, June 21, 2024.

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

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat_ mode are allowed to vote through their _demat account maintained with Depositories and Depository Participants. Shareholders are advised to update



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their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Types of Shareholder	Login Method
Individual Shareholder securities in demat mode with NSDL	<ol style="list-style-type: none"><li data-bbox="760 741 1429 1312">1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="760 1323 1429 1543">2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="760 1554 1429 1894">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP



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	<p>and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistrationAlternatively, the user can directly access e-Voting page by providing
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	demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43



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B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****



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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***
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5. Password details for shareholders other than Individual shareholders 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 to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ids are not registered.**



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6. 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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



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Tel: 8953338815, E-mail: neilil@rediffmail.com

Website: www.neil.co.in

www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Vikram Jha, NSDL at atevoting@nsdl.co.in

Process for those shareholders whose e-mail 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 Aadhaar Card) by e-mail to 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 Aadhaar Card) to (neilil@rediffmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e .Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.



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THE MANNER IN WHICH PERSONS WHO HAVE ACQUIRED SHARES AND BECOME MEMBERS OF THE COMPANY AFTER THE DISPATCH OF NOTICE MAY OBTAIN THE LOGIN ID AND PASSWORD: -

Any person who acquires shares and becomes share holder of the Company after dispatch of the notice and holding shares as on the cut-off date may cast their votes by following the instructions and process of e-voting as provided above.

Place: Kanpur

Date: May 29, 2024

**BY ORDER OF BOARD OF DIRECTORS,
NEIL INDUSTRIES LIMITED**

Sd/-

Deepanti Verma

(Company Secretary & Compliance officer)



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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) sets out all material facts relating to the businesses mentioned in the accompanying Notice:

Item No. 1:

The Board of Directors (the “Board”) in the Board Meeting held on May 6, 2024 had appointed M/s RP Khandelwal & Associates, as the Statutory Auditors of the Company for the financial year 2023-2024 to fill the casual vacancy caused by resignation of M/s Ranjit Jain & Co., till the conclusion of ensuing Annual General Meeting. M/ s Ranjit Jain & Co. tendered their resignation vide e-mail dated May 6, 2024 and resigned due to expiration of Peer Review Certificate issued by ICAI.

The Board of Directors of the Company on recommendation of the Audit Committee (the “Committee”), recommended for the approval of the Members the appointment of M/s RP Khandelwal & Associates, Chartered Accountants (Firm Registration Number: 001795C), on the remuneration as may be decided by Board in consultation with the auditor. Pursuant to the provisions of Section 139(8) of the Act, the appointment of statutory auditor in case of casual vacancy caused due to resignation of auditor is required to be approved by the shareholders in the General Meeting within three months from the date of appointment of the auditor by the Board of Directors of the Company, who shall hold office till the conclusion of next annual general meeting. Accordingly, the approval of shareholders of the Company is sought by way of an Ordinary Resolution.

M/s RP Khandelwal & Associates shall hold the office of Statutory Auditors from the conclusion of this Extra-ordinary General Meeting till the conclusion of ensuing 41st Annual General Meeting of the Company on such remuneration as may be decided by the Board in mutual discussion with the Auditor.

The Committee considered various parameters and found M/s RP Khandelwal & Associates, Chartered Accountants (Firm Registration Number: 001795C), to be best suited to handle the Audit of the financial statements of the Company. M/s RP Khandelwal & Associates, Chartered Accountants (Firm Registration Number: 001795C) have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under the provisions of Section 139 and 141 of the Act. As required under SEBI Regulations, M/s RP Khandelwal & Associates, Chartered Accountants (Firm Registration Number: 001795C) have also confirmed that



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they hold valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Board of the Company recommends the passing of the resolution in item no. 1 of the notice as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. This Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Brief Profile/ credentials of M/s RP Khandelwal & Associates, Chartered Accountants (Firm Registration Number: 001795C):

1.	Brief profile (in case of appointment)	M/s R P Khandelwal & Associates. (FRN 001795C), (“the Audit Firm”). The Audit Firm is part of M/s R P Khandelwal & Associates. Affiliates network of audit firms and is registered as such with the Institute of Chartered Accountants of India (ICAI). The Audit Firm has a Peer Review Certificate, which is valid till November 30, 2025. All the network firms including the Audit Firm are engaged primarily in providing audit and assurance services to clients.
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Place: Kanpur

Date: May 29, 2024

**BY ORDER OF BOARD OF DIRECTORS,
NEIL INDUSTRIES LIMITED**

Sd/-

Deepanti Verma

(Company Secretary & Compliance officer)



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ATTENDANCE SLIP

(To be handed over at the entrance of meeting hall at the entrance)

Joint Members may obtain additional Slip at the venue of the meeting.

Extra Ordinary General Meeting on Tuesday, July 2, 2024

Full Name of the members attending

[In Block Capitals]

Reg. Folio No./ Client Id No..... No. of Shares held.....

Name of Proxy.....

I/we hereby record my/our presence at the Extra-ordinary General Meeting of Neil Industries Limited held on Tuesday, 2nd day of July, 2024 at 12:30 P.M. at Auditorium U.P. Stock and Capital Limited, Padam Towers 14/113, Civil Lines Kanpur-208001.

Member's/ Proxy's Signature

Note: Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.



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Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act,2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s):
Registered Address:
E-mail Id :
Folio No./ Client Id.....
DP ID:.....

I/ we, being member(s) of shares of the above named Company, hereby appoint:

1. Name.....

Address.....

E-mail Id.....

Signature.....of failing him

2. Name.....

Address.....

E-mail Id.....

Signature.....of failing him



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Website: www.neil.co.in

As my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on **Tuesday, the 02nd day of July, 2024 at 12:30 P.M.** at **Auditorium U.P. Stock and Capital Limited, Padam Towers 14/113, Civil Lines Kanpur-208001** and at any adjournment thereof in respect of such resolution(s) as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

RESOLUTION NO.	RESOLUTION	VOTING	
		FOR	AGAINST
SPECIAL BUSINESS: ORDINARY RESOLUTION			
1.	To appoint the Statutory Auditors of the Company and to fix their remuneration to fill casual vacancy.		

Signed this,..... day of.....2024

Signature of Shareholder

Signature of Proxy Holder (s)

Affix Re.1
Revenue Stamp
Here

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.



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2. **A Proxy need not be a Member of the Company.**
3. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
4. ****This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the box, If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



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Route Map to the EGM Venue

Venue: Auditorium U.P. Stock and Capital Limited Padam Towers, 14/113, Civil Lines, Kanpur – 208 001

Landmark: Near Green Park Stadium

