

NEELACHAL MINERALS LIMITED

AGM NOTICE

2025-2026

Registered Office:
17 Roy Street, Ground Floor, Kolkata 700020
CIN: L10400WB1907PLC001722
E-mail: neelachalkolkata@gmail.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 120TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF NEELACHAL MINERALS LIMITED WILL BE HELD AT INDRAPURI STUDIOS, 4, N. S. C. BOSE ROAD, TOLLYGUNGE, KOLKATA – 700040, WEST BENGAL, INDIA ON MONDAY, 28TH SEPTEMBER 2026 AT 12:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2026 along with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of retiring Director Mr. Tejash Doshi (DIN: 00705445), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. To Reappoint Mr. Dharendra Doshi as Managing Director of the Company and to fix his remuneration.

To Consider and, if thought fit to pass the following Resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule V to the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable Rules made under the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or re-enactment thereof for the time being in force), the extant Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities including but not limited to Reserve Bank of India / Securities Exchange Board of India, and as per the provisions of Articles of Association of the Company, on the recommendation of the Nomination and

Remuneration Committee and the Board of Directors of the Company and subject to such other approvals and compliances as per the applicable provisions of the Act and other applicable Statutes, as may be necessary and subject to the Nomination and Remuneration Policy of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Shri. Dharendra Doshi (DIN 05271067) as Managing Director and a Whole Time Key Managerial Personnel of the Company, not liable to retire by rotation, having substantial powers of management of the affairs of the Company w.e.f. 01-10-2026, for a term of 3 (Three) years ending on 31-03-2029, on the following terms and conditions: -

- (i) Salary and other benefits like Bonus, Allowances:- Within the range of Rs. 10,00,000/- (Rupees Ten Lakhs Only) per annum upon his performance as decided by the Nomination and Remuneration Committee of the Board.
- (ii) Remuneration period: - 3 years i.e. from 01-10-2026 till 31-03-2029
- (iii) Notice Period: - Three months.
- (iv) Severance Fees: - No severance fees will be paid to him.
- (v) Reimbursement of expenses as per Company's policy.

RESOLVED FURTHER THAT the above remuneration shall be subject to Section 197 and other relevant Sections and Rules under the Companies Act, 2013 and accordingly the payment of Remuneration as above to the Managing Director shall be irrespective of amount of profits of the Company computed under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Shri Dharendra Doshi (DIN 05271067) will be paid the Remuneration as specified above, subject to the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Liberty and Authority be and is hereby given to the Board of Directors of the Company, which will be deemed to include any Committee of the Board constituted to exercise its powers, including powers conferred by this Resolution, to decide all questions arising out of this matter, to take

all requisite steps to give effect to this resolution, to fix the remuneration within the above range from time to time, as amended from time to time, and to vary, alter and modify the terms and conditions governing the appointment and remuneration of the Managing Director of the Company including allowing increments in the Salary within the aforesaid range, as may be agreed to by the Board of Directors or Board Committee and the Managing Director Shri Dharendra Doshi (DIN: 05271067) from time to time, subject to the provisions of all applicable Laws.”

For and on behalf of
Neelachal Minerals Limited
S/d
TEJASH DOSHI
DIRECTOR
DIN: 00705445

Date: 02nd September 2026
Place: Kolkata

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote on his behalf. A proxy need not be a member of the Company. A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly filled-up at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. The register of members and Share Transfer Register of the company shall remain closed from 18th September 2026 to 28th September 2026 both days inclusive.
3. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of 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 shareholder.
5. A Corporate Member intending to send its authorized representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
6. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members are requested to write their Folio Number in the attendance slip to attend the Meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. up to the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
8. Disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to Director seeking re-appointment in the forthcoming AGM is given in Annexure I.
9. Route-map to the venue of the Meeting is provided as at the end of the Notice.

For and on behalf of
Neelachal Minerals Limited
S/d
TEJASH DOSHI
DIRECTOR
DIN: 00705445

Date: 02nd September 2026
Place: Kolkata

Explanatory Statement

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The present term of Shri Dharendra Doshi (DIN: 05271067), Managing Director of the Company is about to expire. As per proviso to Section 196(2) of the Act, no re-appointment of the managing director can be made earlier than one year before the expiry of his term. In compliance with this provision, the Board of Directors of the Company in their meeting held on 13-08-2026, on the recommendation of the Nomination and Remuneration Committee had, subject to the Provisions of Sections 196, 197, 198, 203 and all other applicable Provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V of the said Act, re-appointed Mr. Dharendra Doshi (DIN: 05271067) as the Managing Director and whole time Key Managerial Personnel of the Company for a period of 3 years w.e.f. 01-10-2026, subject to approval of the shareholders of the Company. Mr. Dharendra Doshi shall be a Whole Time Key Managerial Personnel of the Company within the meaning of Section 203 of the Companies Act, 2013. The Board had fixed the remuneration of Sh. Dharendra Doshi. The said remuneration and other terms and conditions as set out in the said Resolution may be treated as a written memorandum setting out the terms of re-appointment of Sh. Dharendra Doshi under Section 190 of the Act. It is further provided in Schedule V to the Act that the Special Resolution passed for payment of remuneration to a managerial person at the general meeting of the company, should be for a period not exceeding three years. As such, while the re-appointment of Mr. Dharendra Doshi to the post of Managing Director of the Company is proposed to be approved for a term of 3 years, his remuneration shall be valid for 3 years, as spelt out in the Resolution..

- Period of Re-appointment: From 01st October, 2026 up to 30th September, 2029 (both days inclusive).
- Duties: He shall be vested with substantial powers of management of the affairs of the Company. He

shall devote his whole time and attention to the business of the Company and shall carry out his duties as may be entrusted to him by the Board of Directors of the Company from time to time subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint ventures and/or subsidiaries.

- Remuneration: - As stated in the Resolution set out at item no. 3 of the Notice of this Annual General Meeting.
- Minimum Remuneration: : Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of Salary, Benefits, Perquisites and Allowances, and Incentive as specified in the Resolution set out at item no. 3 of the Notice of this Annual General Meeting
- Other Terms of Re-appointment: The terms and conditions of the said re-appointment may be altered and varied from time to time by the Board or its Committee.
- The terms and conditions of re-appointment of the Managing Director also includes adherence with the PML Code of Conduct for Directors & Senior Management

- Provisions of Companies Act 2013 and Listing Regulations (as amended from time to time) shall be applicable with respect to the relationship between the Company and Sh. Dharendra Doshi as Managing Director.

Shri. Dharendra Doshi has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circular dated June 20, 2018 issued by the BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Therefore, the re-appointment of Mr. Dharendra Doshi as Managing Director of the Company and fixation of his salary is placed for approval of the Members of the Company at the ensuing Annual General Meeting by way of Special Resolution and therefore your Directors recommend the Resolution set out at Item no. 3 to be passed as Special Resolution.

It is hereby confirmed that the company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor. Further, the Company has never issued any non-convertible debentures.

For and on behalf of
Neelachal Minerals Limited
S/d
TEJASH DOSHI
DIRECTOR
DIN: 00705445

Date: 02nd September 2026
Place: Kolkata

The details of Shri Dhirendra Joshi and the principal terms and conditions of his re-appointment as the Managing Director are as follows:-

Name of Director	Dhirendra Doshi
Brief resume of the director	B.Com (Hons) from Calcutta University
Nature of his expertise	He has 23 years of experience in real estate.
Disclosure of relationships between directors inter-se	Sri Dhirendra Doshi is father of Tejash Doshi, Director
Shareholding of director	500
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Indrapuri Studios Pvt Ltd: Director Karnani Finance Enterprise Ltd: Director Shrutikaa Properties Private Ltd: Director

For and on behalf of
Neelachal Minerals Limited
S/d
TEJASH DOSHI
DIRECTOR
DIN: 00705445

Date: 02nd September 2026
Place: Kolkata

Name of the Company	Neelachal Minerals Limited
Registered Office	17 Roy Street, Ground Floor, West Bengal, Kolkata–700020, India
Email ID	neelachalkolkata@gmail.com

ATTENDANCE SLIP120th Annual General Meeting on 28th Day of September 2026

Please fill Attendance Slip and hand it over at the entrance of the meeting hall

1	Name of the Member/Proxy (In Block Letters)	
2	Joint Holder(s)	
3	Address of the Member/Proxy	
4	Folio No. DP id No. Client id.	
5	Number of Shares Held	

I certify that I am a member(s)/proxy/ authorized representative for the members of the Company.

I/We hereby record my/our presence at the 120th Annual General Meeting of the Members of Neelachal Minerals Limited held on 28th September, 2026 at 12:00 P.M. at Indrapuri Studios, 4, Netaji Subhas Chandra Bose Road, Tollygunge, Kolkata – 700040, West Bengal, India.

Signature of Member / Proxy**Note:**

Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the venue of the Meeting.

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]

CIN : L10400WB1907PLC001722
Name of the Company : **NEELACHAL MINERALS LIMITED**
Registered Office : 17 Roy Street, Ground Floor, Kolkata 700020

Name of the Member(s):
Registered Address:
E-Mail Id:
Folio No.:
DP ID:

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

1. Name: Address:
E-Mail Id: Signature: or failing him/her
2. Name: Address:
E-Mail Id: Signature: or failing him/her
3. Name: Address:
E-Mail Id: Signature:

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, 28th September, 2026 at 12:00 P.M at Indrapuri Studios, 4, N. S. C. Bose Road, Tollygunge, Kolkata 700040 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution Nos.
1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2026 along with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of retiring Director Mr. Tejash Doshi (DIN: <u>00705445</u>), who retires by rotation and being eligible, offers himself for reappointment.
3. To re-appoint Shri Dharendra Doshi as Managing Director for a further term of 3 years.

Signed this day of2026

Signature of the Shareholder(s).....Signature of Proxy(s).....

Affix Revenue Stamp

Note: 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

Route map of the Venue of the Annual General Meeting is enclosed to the notice:

