



Neelachal Minerals Limited

17, Roy Street, Ground Floor, Kolkata 700 020

CIN : L10400WB1907PLC001722

NOTICE is hereby given that the 113th 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 Tuesday, 24th September, 2019 at 11:00 A.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, 2019 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.
3. To reappoint the Statutory Auditors and to fix their remuneration.

For this purpose, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s George Read & Company, Chartered Accountants (Firm Registration No. 302208E) be and are hereby reappointed as the Statutory Auditors of the to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2020 at such remuneration as may be fixed by the Board of Directors of the Company in consultation with the said Auditors, in addition to the reimbursement of GST and actual out of pocket expenses incurred in relation with the audit of accounts of the Company."

SPECIAL BUSINESS:

4. Appointment of Mr. Dharendra Doshi as Managing Director.

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197 & amp; 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), subject to approval of members in the general meeting and such other consents and permission as may be necessary, consent of the board of directors be and is hereby accorded for the appointment of Shri Dharendra Doshi (DIN: 05271067), as Managing Director of the Company for a period of 5 years with effect from 01/10/2019

Registered Office:
17 Roy Street
Kolkata 700020
Dated: 22.08.2019

By order of the Board
For **Neelachal Minerals Limited**


Tejash Doshi
Director
DIN: 00705445

Neelachal Minerals Limited

Registered Office : 17, Roy Street, Ground Floor, Kolkata 700 020
Phone : 033 4062 9127 Email : neelachalkolkata@gmail.com



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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.
2. 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.
3. 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.
4. 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.
5. 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 for attending the Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of 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.
7. 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.
8. Route-map to the venue of the Meeting is provided as at the end of the Notice.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 Item No 4

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation. Keeping in view that Mr Dharendra Doshi has rich and varied; it would be in the interest of the Company to appoint him as the Managing Director.

- a. Term of appointment: - Five years with effect from October 1, 2019
- b. Salary: 2,40,000 /- per annum (Two lakh forty thousand) . The annual increment will be decided by the Board of Directors of the Company.
- c. Commission: Not exceeding 5 (five) percent of net profit in an accounting year of the Company subject to availability of profit w.e.f. financial year 2019-2020
- d. House Rent Allowance of 5,000 per month.
- e. Leave travel allowance for self and family once in a year as per rules of the Company.
- f. Reimbursement of medical expenses (including insurance premium for medical and hospitalization policy, if any) incurred for self and family, subject to a ceiling of one month's salary (For the above purpose, "Family" includes spouse, dependent children and parents.)
- g. Reimbursement of membership fees for a maximum of two clubs.
- h. Provision for use of car with driver for official business and personal use.
- i. Payment / Reimbursement of Telephone including mobile expenses. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company.

The Board therefore recommends the special resolutions for your approval.

Except Shri Dharendra Doshi (the appointee), Shri Tejash Doshi (being relative of the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

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Annexure I

Details of Director seeking re-appointment at the forthcoming AGM
[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]
(As on 31st March, 2019)

Name of Director	Tejash Doshi
Brief resume of the director	B.Com (Hons) from Calcutta University
Nature of his expertise	He has 20 years of experience in real estate and entertainment industry.
Disclosure of relationships between directors inter-se	Sri Tejash Doshi is Son of Director Sri Dharendra Doshi
Shareholding of director	161563
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

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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting Hall)
(113th Annual General Meeting –24th September, 2019)

I hereby record my presence at the Annual General Meeting of the Company being held on Tuesday, 24th September, 2019 at 11:00 A.M at Indrapuri Studios, 4, N. S. C. Bose Road, Tollygunge, Kolkata 700040, West Bengal, India.

Full Name of the First named member (In BLOCK LETTERS):

Name of Joint member (if any):

Folio no.:

No. of shares held:

Full Name of Proxy (In BLOCK LETTERS):

Member/Proxy(s) Signature:

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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]

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

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

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

- Name: Address:
E-Mail Id: Signature: or failing him;
- Name: Address:
E-Mail Id: Signature: or failing him;
- 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 Tuesday, 24th September, 2019 at 11:00 A.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:

Serial No	Resolution	FOR	AGAINST
ORDINARY RESOLUTION			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019 along with the Reports of the Board of Directors and the Auditors thereon.		
2.	Re-appointment of Mr. Tejash Doshi (DIN: 00705445) as a Director, who is liable to retire by rotation and, being eligible, offers himself for re-appointment.		
3.	Re-Appointment of M/s. George Read & Co. Chartered Accountants (Regn. No 302208E) as Auditors and to fix their remuneration.		
SPECIAL RESOLUTION			
4.	Appointment of Mr. Dharendra Doshi (DIN: 05271067) as Managing Director		

Signed this day of2019

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

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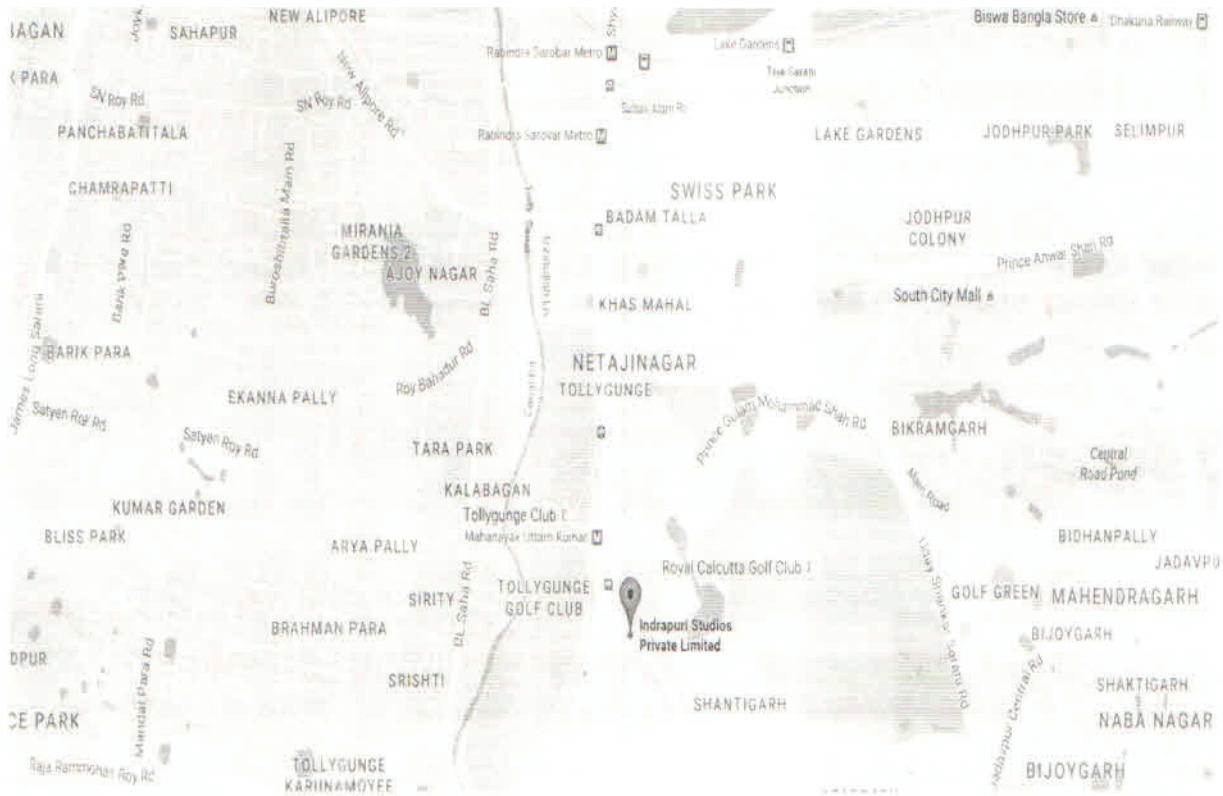


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Route map to the AGM venue



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