

NEELKANTH ROCK-MINERALS LIMITED

CIN: L14219MH1988PLC179734

Regd Office: 322, 3rd Floor, Ahura Centre, 82, Mahakali Caves Road, Andheri (East) Mumbai – 400 093

Phone No.: 022-28209000; Fax No. 022-28229000

E-mail id: info@neelrock.com; Website: www.neelrock.com

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Applicant Company)

Serial No.

Name & Registered Address of the :
Sole/first named Shareholder:

Name(s) of the Joint holder(s) if any :
(In Block Letters)

Registered folio no / :
*DP ID No. & Client ID No.
(*Applicable to Shareholders holding
shares in dematerialized form)

Number of shares held :

I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot as stated in the Notice dated February 14, 2018 for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (3) mark at the appropriate box below:

Item No.	PARTICULARS	No. of Shares	I / We dissent to the resolution (Against)	I / We assent to the resolution (For)
1.	Sale of Factory pursuant to Section 180 (1) (a) of the Companies Act, 2013			
2.	Shifting of Registered office from the State of Maharashtra to the State of Rajasthan under the jurisdiction of Jaipur ROC			

Place:

Date: _____

(Signature of the shareholder)

Note: Please read the instructions carefully printed overleaf before exercising the Vote.

INSTRUCTIONS

1. All shareholders desiring to exercise his/her vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer 'Mr. Satish Kumar Jain, proprietor of SKJ & Associates, Company Secretaries, SKJ & ASSOCIATES, 21A, 2nd Floor, Shankar Seth Bldg., 382 J. S. S. Chira Bazar, Mumbai - 400 002' in the enclosed postage prepaid self-addressed envelope. Postage will be borne and paid by the Company. Postal Ballot Form deposited in person or sent by post or courier at the expense of the Member will also be accepted.
2. A member may opt to vote by electronic means as per the instructions for voting through electronic means provided in the Notice of Postal Ballot annexed herewith. Kindly note that the members can opt only one mode for voting i.e. either by Physical Ballot or E- Voting. If you are opting for e-voting then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail.
3. A shareholder may convey his/ her its assent/ dissent/abstain in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. The consent of the share holder must be accorded by placing a tick mark (√) in the appropriate column.
4. This form should be completed and signed by the shareholder as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder. Unsigned, incomplete or incorrectly ticked Postal Ballot form shall be rejected. Postal Ballot Forms containing signatures which do not match the specimen signatures with the Company shall be considered invalid.
5. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
6. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be treated as final and binding.
7. The Postal Ballot Form duly completed should reach the Scrutinizer not later than 5.00 p.m. (IST) on Saturday, 31st March 2018. Postal Ballot Form received after this date will be treated as if the reply from the shareholder has not been received.
8. A member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars: Universal Capital Securities Pvt. Ltd, 21/25 Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves, Road, Andheri (East), Mumbai, Maharashtra – 400 093.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed pre-paid self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. There will be one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint holders. The Postal Ballot shall not be exercised by a proxy. Voting rights shall be reckoned on the number of shares registered in the name of members as on Friday, 16th February, 2018.
11. The Scrutinizers decision on the validity of the Postal Ballot Form will be treated as final.
12. The results of the Postal Ballot will be declared on Monday, 2nd April 2018 at 04.00 P.M. at the Registered Office of the Company. The result of the Postal Ballot and Report of Scrutinizer will also be displayed at Company's website www.neelrock.com besides communicating to the Stock Exchanges where the shares of the company are listed. The date of declaration of the results of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed by the Members, if approved by requisite majority.

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NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013,
read with the Companies (Management and Administration) Rules, 2014]*

To,
The Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, that the Neelkanth Rock-Minerals Limited (hereinafter referred to as the "Company") is seeking the consent of its members for the below mentioned resolutions by way of Postal Ballot which includes voting by electronic means.

The proposed Special resolutions and explanatory statement stating all material facts and reasons for the proposal is appended below and the postal ballot form is enclosed for your consideration. The Company has appointed Mr. Satish Kumar Jain, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5.00 P.M. on Saturday, the 31st day of March, 2018. The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company on Monday, the 2nd day of April, 2018.

The results of the postal ballot will be declared by the Chairman of the Company on Monday, the 2nd day of April, 2018 at 04.00 P.M. at the Registered Office of the Company. The results will also be posted on the website of the Company www.neelrock.com. The results shall be intimated to the Stock Exchange where the shares of the Company are listed and also to the general public through press release in newspapers.

Members may note that the Company has engaged the services of M/s Central Depository Services (India) Ltd (CDSL) to provide e-voting facility to members of the Company. Accordingly, the Company is providing e-voting facility for the Postal Ballot as an alternate, which would enable the members to cast their votes electronically, instead of casting their votes and dispatching Postal Ballot Forms physically. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the e-voting facility are given separately.

The Resolutions, if approved, will be taken as passed effectively on the date of declaration of the results.

Proposed Resolutions:

1. **Sale of Factory pursuant to Section 180 (1) (a) of the Companies Act, 2013.**

To consider and if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a), Section 110 and other applicable provisions of the Companies Act, 2013 read with the Rule 22 of Companies (Management and Administration) Rules, 2014 including any amendment thereto or re-enactment thereof, if any, for the time being in force and further subject to the consents, approvals and permissions as may be required from appropriate authorities to the extent applicable or necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into the transaction for sale of unit/ factory situated at 18 K.M. Stone, Jodhpur- Baramer Road, Village- Narnadi, Dist: Jodhpur, Rajasthan to any person, body, firm, Company or any entity as may be deemed fit by Board of Directors of the Company at a consideration of not less than Rs. 1,50,00,000/- (Rupees One Crore Fifty Lacs only) and such approval shall remain valid for the period of one year from the date of declaration of Result of the Postal Ballot by the Chairman and that the Board of Directors of the Company be and is hereby authorized to complete the sale of the said unit/ factory with such modifications as may be required by any of the concerned authorities or which it may deem to be in the interest of the Company and do all such acts, deeds, matters and things as may be deemed necessary and /or expedient in the interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby, authorized to do or cause to be done all such acts, matters, deeds and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

2. **Shifting of Registered office from the State of Maharashtra to the State of Rajasthan under the jurisdiction of Jaipur ROC**

To consider and if thought fit, to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to provisions of Sections 12, 13, 110 and other applicable provisions and relevant rules applicable, if any, of the Companies Act, 2013 and subject to approval of Regional Director/Central Government / any other authority as may be prescribed from time to time and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions

of the said Act or under any other Law for the time being in force or any statutory modification(s) or amendment(s) thereof, the consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from Mumbai, State of Maharashtra to the State of Rajasthan and that Clause II of the Memorandum of Association of the Company be substituted by the following Clause:

II The Registered Office of the Company will be situated in the State of Rajasthan.

RESOLVED FURTHER THAT the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the State of Maharashtra to such place in the State of Rajasthan as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

By Order of the Board of Directors of
Neelkanth Rock-Minerals Limited

AKSHAY VYAS
Company Secretary

Regd Office:

322, 3rd Floor, Ahura Centre
82, Mahakali Caves Road, Andheri (East)
Mumbai – 400 093

Date: 14th February, 2018

NOTES:

1. The Special Business as mentioned above requires the consent of the members through Postal Ballot.
2. Explanatory Statement and reasons for the proposed Special Businesses pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
3. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours except Saturday, Sunday and public holiday.
4. The notice is being sent to all the members by post / courier (and electronically by email to those members who have registered their email IDs with the Company / Registrar), whose names appear in the Register of Members / Record of Depositories as on Friday, 16th February 2018 and these will be considered for voting.
5. The dispatch of the Postal Ballot Notices will be completed by Tuesday, 27th February 2018. The voting through Postal Ballot/e-voting will commence on Friday, 2nd March 2018 at 10:00 A.M. and end on Saturday, 31st March 2018 at 5.00 P.M.
6. A member who has not received the Postal Ballot Form may request the Company for a duplicate form. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects should reach the Scrutinizer before 5.00 P.M. on Saturday, 31st March 2018. The Postal Ballot received after the said date will be treated as not having been received.
7. Resolutions passed by the members through Postal Ballots are deemed to have been passed effectively at a General Meeting of the Members. The Special Resolution shall be declared as passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.
8. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
9. The Board of Directors of the Company has appointed Mr. Satish Kumar Jain, proprietor of SKJ & Associates, Company Secretaries, Mumbai as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman of the Company.
10. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Director of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of the Postal Ballot will be declared on Monday, 2nd April 2018 at 04.00 P.M., at the Registered Office/Corporate Office of the Company. After declaration, the result of the Postal Ballot will also be posted on the Company's website www.neelrock.com besides communicating the same to the BSE Limited where the shares of the Company are listed.
11. The Postal Ballot form and the postage prepaid self-addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
12. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The members have option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote, via physical Postal Ballot and e-voting, then e-voting prevail and voting done by Postal Ballot shall be treated as invalid.

The instructions for shareholders voting electronically are as under:

- (i.) The voting period begins on Friday, 2nd March 2018 at 10.00 A.M and ends on Saturday, 31st March 2018 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 16th February 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii.) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii.) Click on Shareholders.
- (iv.) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v.) Next enter the Image Verification as displayed and Click on Login.
- (vi.) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii.) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii.) After entering these details appropriately, click on "SUBMIT" tab.
- (ix.) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x.) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi.) Click on the EVSN for the relevant <"NEELKANTH ROCK-MINERALS LIMITED">on which you choose to vote.
- (xii.) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii.) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv.) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv.) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi.) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii.) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Item No. 1

The Board of Directors in its meeting held on February 14, 2018 has approved the transaction for sale of unit/ factory situated at 18 K.M. Stone, Jodhpur- Baramer Road, Village - Narnadi, Dist: Jodhpur, Rajasthan to any person, body, firm, Company or any entity as may be deemed fit by Board of Directors of the Company at a consideration of not less than Rs. 1,50,00,000/- (Rupees One Crores Fifty Lacs only). However, said properties could not be fully utilized for productive purpose. Therefore, Board has decided to dispose off the said property and utilize the amount received in the Real Estate, Infrastructure Development, Construction, Textile business and its related activities. The Company has also obtained Valuation Report.

In terms of Section 180(1) (a) of the Companies Act, 2013, the Board may sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company only with the consent of the members by way of Special Resolution. Pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, consent of the shareholders is required through postal ballot.

Your Directors recommend the aforesaid resolution for your approval.

None of the Directors of the Company are interested in the aforesaid resolutions either directly or indirectly.

Item No. 2

The Company was incorporated under the provisions of Companies Act, 1956 in the State of Maharashtra. As per Clause II of the Memorandum of Association, presently, the Registered Office of the Company is situated in the State of Maharashtra. It is proposed to relocate the Registered Office of the Company to the State of Rajasthan. However, the Corporate Office of the Company will continue to operate from Mumbai to coordinate Banking operations, purchases etc., due to well established infrastructure of the Company in Mumbai in handling these matters.

The shifting of Registered Office from Maharashtra to Rajasthan will enable the company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the Registered Office as aforesaid is in the best interests of the company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12, 13, 110 of the Companies Act 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association requires the approval of Members by way of Special Resolution by Postal Ballot and further requires approval by Regional Director/Central Government.

The Board recommends the Resolution as set out above for approval of the members as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board of Directors of
Neelkanth Rock-Minerals Limited

AKSHAY VYAS
Company Secretary

Regd Office:

322, 3rd Floor, Ahura Centre
82, Mahakali Caves Road, Andheri (East)
Mumbai – 400 093

Date: 14th February, 2018