Date: 04.09.2019

To
The Manager
Dept. of Corporate Services (CRD)
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Subject: Notice of the 31st AGM and e-voting

Ref: NEELKANTH ROCK-MINERALS LIMITED (Scrip Code: 531049)

Dear Sir,

In accordance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 & Section 96 of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013, we would like to inform you that the 31st Annual General Meeting of the Company would be held on 30th September 2019 at 02:00 P.M. at the Registered Office of the Company at 18 K.M. Stone, Jodhpur Barmer Road, Village-Narnadi Jodhpur, Rajasthan - 342 001.

Further we would like to inform you that the Pursuant to provision of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility to its shareholders to exercise the right to vote at the AGM. The remote e-voting will commence on 27th September, 2019 at 9:00 A.M. and will end on 29th September, 2019 at 5:00 P.M. The e-voting module shall be disabled by CDSL for voting thereafter and members will not be allowed to vote electronically beyond the said date and time. The cut-off date for the purpose of determining the members eligible for remote voting is fixed as 23rd September, 2019.

We enclose herewith the Notice of 31st Annual General Meeting along with Proxy form, attendance slip containing the requisite details.

Thanking you,

Yours faithfully,

For NEELKANTH ROCK-MINERALS LIMITED

[NORATMAL KAWAR]
Managing Director
DIN: 00464435
NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE is hereby given that 31st Annual General Meeting of NEELKANTH ROCK-MINERALS LIMITED will be held on Monday, the 30th day of September, 2019 at 02:00 P.M. at the Registered Office of the Company at 18 K.M. Stone, Jodhpur Barmer Road, Village-Narnadi Jodhpur, Rajasthan - 342 001 to transact the following business:

ORDINARY BUSINESS:


2. To appoint a Director in place of Mrs. Shweta Vikash Kawar (DIN: 07119867), who retires by rotation and being eligible, offers herself for re-appointment.

FOR AND ON BEHALF OF THE BOARD OF NEELKANTH ROCK-MINERALS LIMITED

sd/-
NORATMAL KAWAR
Managing Director

Place: Jodhpur,
04th September, 2019

Registered Office:
18 K.M. Stone, Jodhpur Barmer
Road, Village-Narnadi
Jodhpur, Rajasthan - 342 001
CIN: L14219RJ1988PLC062162
Website: www.neelrock.com
NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM SELF/ HER SELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received by the company not later than 48 hours before the commencement of the meeting. Proxy form is annexed to the Notice.

2. A person can act as a proxy on behalf of Members not exceeding fifty 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 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 Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.

3. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2019 to 30.09.2019 (both days inclusive) for the purpose of Annual Closure.

5. The Company's Equity shares are listed at BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 and the Company has paid the Listing Fees to the said Stock Exchanges.

6. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the Meeting. This would enable the Company to compile the information and provide replies in the meeting.

7. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2018-19 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.
8. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form) or with Universal Capital Securities Pvt. Ltd. (in case of Shares held in physical form) which will enable the Company to forward all the requisite information in electronic mode.

9. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.

10. Register of Directors and Key Managerial Personnel of the Company and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at AGM.

11. The Register of Contracts and Arrangement in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

12. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DP ID number, as the case may be.

13. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Universal Capital Securities Private Limited, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.

14. Members holding shares in dematerialized form are requested to intimate all changes pertaining to nominations, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Universal Capital Securities Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Universal Capital Securities Private Limited.
15. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

16. Members are requested to intimate to the Company queries, if any, on the accounts at least 10 days before the Meeting to enable the management to keep the required information available at the meeting.

17. Members / Proxies are requested to bring their copies of Annual Report with them for the Annual General Meeting and the attendance slip duly filled in for attending the Meeting. No copies of the Annual Report will be distributed at the meeting.

18. In view of the amendment made to Section 139 of the Companies Act, 2013 vide the Companies (Amendment) Act, 2017 which is effective from 7th May, 2018, annual ratification of appointment of statutory auditors have been done away with. Hence no resolution has been proposed for the same.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN/Bank Account particulars to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN/Bank Account details to the Company/RTA for registration of transmission/transposition, deletion of name etc.

20. In accordance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rule 2014 as amended by the Companies (Management and Administration) Rule, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015. The stated items of business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means (“remote e-voting”) to its Members. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for providing remote e-voting facilities to the Members, enabling them to cast their vote in a secure manner.

INSTRUCTIONS FOR E-VOTING

i. The voting period commence on 27th Sep 2019 at 09:00 A.M. and ends on 29th Sep 2019 at 05:00 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 23rd Sep 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. The shareholders should log on to the e-voting website www.evotingindia.com.

iv. Click on Shareholders.

v. 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.

vi. Next enter the Image Verification as displayed and Click on Login.

vii. If you are holding shares in demat form and had logged on to and voted on an earlier voting of any company, then your existing password is to be used.

viii. If you are a first time user follow the steps given below:

<table>
<thead>
<tr>
<th>For Members holding shares in Demat Form and Physical Form</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>PAN</strong></td>
</tr>
<tr>
<td>- Members who have not updated their PAN with the Company/ Depository Participants are requested to use the first two letters of their names (in CAPITAL LETTERS) and the 8 digits of the sequence number, in the PAN field.</td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td><strong>DOB</strong></td>
</tr>
<tr>
<td><strong>Dividend Bank Details</strong></td>
</tr>
</tbody>
</table>
If both 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 above.

ix. After entering these details appropriately, click on “SUBMIT” tab.

x. 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.

xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xii. Click on the “Electronic Voting Sequence Number” (EVSN) for the Neelkanth Rock-Minerals Limited on which you choose to vote.

xiii. 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.

xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xv. 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.

xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xix. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. IPhone and Windows phone users can download the app from the App Store. Please follow the instructions as prompted by the mobile app while voting on your mobile

xx. 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 Corporates.
• 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 linked in the login should be emailed 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

21. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail ids with the Company/their respective Depository Participant along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company/their respective Depository Participant are being forwarded the login ID and password for e-voting along with process, manner and instruction by e-mail.

22. Members are requested to send all communication relating to shares to the Company's Share Transfer Agents (Physical and Electronic) at M/s UNIVERSAL CAPITAL SECURITIES PRIVATE LIMITED, 21/25 Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Maharashtra. Further, kindly note that members holding shares in physical form and intending to transfer their shares have to furnish the PAN particulars of transferee along with the share transfer deeds for affecting the physical share transfer.

23. Any person becoming a Member of the Company after the dispatch of the Notice of the Meeting and holds shares as on the cut-off date i.e. 23rd September, 2019 can exercise their voting rights through remote e-voting by following the instructions listed herein above or by voting facility provided at the meeting.

24. The Company has appointed Mr. Satish Kumar Jain, proprietor of SKJ & Associates, Company Secretaries (FCS 6398/PCS 6632) as Scrutinizer for conducting the remote electronic voting process in a fair and transparent manner.

25. The Scrutinizer shall submit his report, to the Chairman, on the votes cast in favour
or against, if any, within a period of three working days from the date of conclusion of the e-voting period.

26. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith. The result declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.neelrock.com and on the website of CDSL- https://www.evotingindia.co.in immediately after the result is declared by the Chairman and the same shall be simultaneously communicated to the BSE.

27. The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of sufficient votes.

28. The results declared along with the Consolidated Scrutinizer's report shall be disseminated to the Stock Exchanges.

29. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository.

30. The relevant details of Director seeking appointment under Item No. 2 above pursuant to Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 are also annexed.

31. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days between 10.00 am to 12.00 pm upto the date of Annual General Meeting.

32. The route map of the venue of the Meeting is given in the Notice.

FOR AND ON BEHALF OF THE BOARD OF
NEELKANTH ROCK-MINERALS LIMITED

Place: Jodhpur,
04th September, 2019

Registered Office:
18 K.M. Stone, Jodhpur Barmer Road, Village-Narnadi Jodhpur, Rajasthan - 342 001 CIN: L14219RJ1988PLC062162 Website: www.neelrock.com

sd/-
NORATMAL KAWAR
Managing Director
DETAILS OF DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (IN PURSUANCE OF REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

Item No. 2

Pursuant to Section 152 (6) of the Companies Act, 2013, Mrs. Shweta Vikash Kawar (DIN: 07119867), retires by rotation at this AGM and being eligible, is proposed for re-appointment. Mrs. Shweta Vikash Kawar has expressed her intention to act as a Director, if reappointed.

Mrs. Shweta Vikash Kawar, the Director of the Neelkanth Rock-Minerals Limited. A Commerce Graduate has Extensive knowledge and experience in marketing and brand development. Neelkanth Rock-Minerals Limited is being ably guided by Mrs. Shweta Vikash Kawar through her analytical and professional approach.

Mrs. Shweta Vikash Kawar holds Nil Equity shares (as on 31st March, 2019) of your company. She is on the Board of your company from 30th March, 2015.

Mrs. Shweta Vikash Kawar is the Daughter in law of Mr. Noratmal Kawar and Anil Kawar.

Pursuance to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>Shweta Vikash Kawar (DIN: 07119867)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Date of Birth</td>
<td>27/09/1982</td>
</tr>
<tr>
<td>Shareholding</td>
<td>Nil Equity Shares (as on 31.03.2019)</td>
</tr>
<tr>
<td>Qualification</td>
<td>Graduated in Commerce</td>
</tr>
<tr>
<td>Relationship between directors inter-se</td>
<td>Daughter in law of Mr. Noratmal Kawar and Anil Kawar.</td>
</tr>
<tr>
<td>Nature of expertise</td>
<td>Extensive knowledge and experience in marketing and brand development.</td>
</tr>
<tr>
<td>Name of Companies in which he/she holds directorship</td>
<td>–</td>
</tr>
<tr>
<td>Other Directorship</td>
<td>None</td>
</tr>
<tr>
<td>Name of Committees of the Companies in which he/she holds Membership (as on 31.03.2019)</td>
<td>Committee positions held in Company:</td>
</tr>
<tr>
<td></td>
<td>• Member of Nomination and Remuneration Committee</td>
</tr>
<tr>
<td></td>
<td>• Committee Positions held in other Public Companies : NIL</td>
</tr>
</tbody>
</table>

Except Mrs. Shweta Vikash Kawar Herself and Mr. Noratmal Kawar and Mr. Anil Kawar, relative of Mrs. Shweta Vikash Kawar, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 2 of the Notice.

The Board commends this resolution for your approval.

Place: Jodhpur,
04th September, 2019

Registered Office:
18 K.M. Stone, Jodhpur Barmer
Road, Village-Narnadi
Jodhpur, Rajasthan - 342 001
CIN: L14219RJ1988PLC062162
Website: www.neelrock.com

FOR AND ON BEHALF OF THE BOARD OF NEELKANTH ROCK-MINERALS LIMITED

sd/-
NORATMAL KAWAR
Managing Director