NEELKANTH ROCK-MINERALS LIMITED

CIN: L14219RJ1988PLC062162
Registered Office: 18 K.M. Stone, Jodhpur Barmer Road,
Village-Narnadi Jodhpur, Rajasthan - 342 001
E-mail ID: info@neelrock.com; Tel: +0291-2631839

Date: 03.11.2020

To,
The Manager
Listing & Compliance
Bombay Stock Exchange (BSE Limited)
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Sub: Annual Report of 32nd Annual General Meeting

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

Dear Sir,

As per Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (the Listing Regulations), please find the enclosed Annual Report for your reference and record.

Yours faithfully
For NEELKANTH ROCK-MINERALS LIMITED

Jain

Neelkanth Rockminerals Ltd. Jodhpur

Kritika Jain
(Company Secretary and Compliance Officer)

ENCL: A/a

32ND
ANNUAL REPORT
2019-2020

NEELKANTH ROCKMINERALS LIMITED

CIN : L14219RJ1988PLC062162

Registered Office: 18 K.M. Stone, Jodhpur Barmer Road,
Village-Narnadi Jodhpur, Rajasthan - 342 001 (India)
E-mail ID: info@neelrock.com; Tel: 0291-2631839

NEELKANTH ROCK-MINERALS LIMITED

BOARD OF DIRECTORS

Shri Noratmal Kawar	-	Chairman &Managing Director
ShriAnil Sayarchand Kawar	-	Director
SmtShweta Vikash Kawar	-	Director
ShriNaresh Kumar Jain	-	Independent Director
ShriRajendra Kumar Abani	-	Independent Director

STATUTORY COMMITTEES

AUDIT COMMITTEE

ShriRajendra Kumar Abani	-	Chairman
ShriNaresh Kumar Jain	-	Member
ShriAnil Kawar	-	Member

NOMINATION & REMUNERATION COMMITTEE

ShriNaresh Kumar Jain	-	Chairman
ShriRajendra Kumar Abani	-	Member
SmtShweta Vikash Kawar	-	Member

STAKEHOLDER'S RELATIONSHIP COMMITTEE

ShriNaresh Kumar Jain	-	Chairman
ShriRajendra Kumar Abani	-	Member
ShriAnil Kawar	-	Member

COMPANY SECRETARY

Ms. Kritika Jain

CHIEF FINANCIAL OFFICER

Mr. RameshwarJangid

STATUTORY AUDITORS

RAHUL SHAH & CO.
Chartered Accountants
Shaho Ki Pole,Pungal Para
Jodhpur – 342001, Rajasthan
Email:carahulshah1726@gmail.com

SECRETARIAL AUDITORS

SKJ & ASSOCIATES
Practising Company Secretary
21A, 2nd Floor, Shankar Seth Building,
382, J.S.S. Road Chira Bazar
Mumbai- 400002
Email: skjandassociates@gmail.com

BANKERS

IDBI Bank

REGISTERED OFFICE

Neelkanth Rock-Minerals Limited
CIN: **L14219RJ1988PLC062162**
Regd. Office: 18 K.M. Stone, Jodhpur Barmer Road,
Village-Narnadi Jodhpur, Rajasthan - 342 001 (India)
Tel: +**0291-2631839**
E-mail ID: info@neelrock.com;
Website: www.neelrock.com

PLANT LOCATION

18 K. M. Stone, Jodhpur Barmer Road,
Village Narnadi,
Jodhpur – 342001, Rajasthan

REGISTRAR & TRANSFER AGENT

Universal Capital Securities Private Limited
C 101, 247 Park, LBS Road, Vikhroli West,
Mumbai – 400083, Maharashtra
Tel: +91 (22) 2820 7203-05 / 2825 7641
Fax: +91 (022) 28207207
Email: info@unisec.in
Website: www.unisec.in

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NOTICE OF 32ND ANNUAL GENERAL MEETING

NOTICE is hereby given that 32ND Annual General Meeting of NEELKANTH ROCK-MINERALS LIMITED will be held on Thursday, the 26th day of November, 2020 at 11:00 A.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:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2020, and the Report of the Auditors and Board of Directors thereon.

2. To appoint a Director in place of Mr. Anil Sayarchand Kawar (DIN: 00464523), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **REAPPOINTMENT OF MR. RAJENDRA KUMAR ABANI AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and if through fit, to pass with or without modification, if any, following resolution as a special resolution: -

"**RESOLVED THAT** Pursuant to the provisions of the sections 149 and 152 and any other applicable provisions of the Companies Act, 2013, if any, and the rules framed there under as read with schedule iv of the act, as amended form time to time, Mr. Rajendra Kumar Abani (DIN-01729425) a non- executive independent director of the company, who has submitted a declaration that he meet the criteria of independence as

provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from the conclusion of the 32nd Annual General Meeting of the Company till the next five year."

4. REAPPOINTMENT OF MR. NARESH KUMAR JAIN AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if through fit, to pass with or without modification, if any, following resolution as a special resolution: -

"**RESOLVED THAT** Pursuant to the provisions of the sections 149 and 152 and any other applicable provisions of the Companies Act, 2013, if any, and the rules framed there under as read with schedule iv of the act, as amended form time to time, Mr. Naresh Kumar Jain (DIN- 01777930) a non- executive independent director of the company, who has submitted a declaration that he meet the criteria of independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from the conclusion of the 32nd Annual General Meeting of the Company till the next five year."

5. REAPPOINTMENT OF MR. NORATMAL KAWAR AS MANAGING DIRECTOR OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of the sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, as recommended by the nomination and remuneration committee, consent of the company be and is here accorded for the reappointment of Mr. Noratmal Kawar (DIN- 00464435), as Managing Director of the company for a period of three years with effect from 27th March, 2020 to 26th March, 2023 as per the terms and conditions and increased remuneration as set out in the Managing Director Agreement placed

before the meeting and initiated by the chairman for the purpose of identification.

RESOLVED FURTHER THAT in the event in any Financial year during the tenure of the Managing Director, the Company does not earn any profits or earn inadequate profit as contemplated under the provisions of schedule V to the Companies Act, 2013 the company may pay to the Managing Director, the above Remuneration, excluding commission amount payable on profit earned as the minimum remuneration by way of salary and allowances as specified above and subject to the receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the board be and is herby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution or to make modifications as may be deemed to be in the interest of the company, with liberty to the board to alter and vary the terms and conditions of the aforesaid re-appointment and to in remuneration of Mr. Noratmal Kawar (DIN- 00464435) from time, in accordance with and subject to maximum limits specified in schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT any one the Director of the Company be and is here by authorized to do all necessary act, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

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

sd/-
NORATMAL KAWAR
Managing Director

Place: Jodhpur,
30th October, 2020

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 20.11.2020 to 26.11.2020 (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 2019-20 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 23rd Nov 2020 at 09:00 A.M. and ends on 25th Nov 2020 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 19th Nov 2020 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:

	For Members holding shares in Demat Form and Phys ical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	– 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.
	– 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, e.g. 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 No in dd/mm/yyyy format OR
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 No.

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, C 101, 247 Park, LBS Road, Vikhroli West, Mumbai – 400083, 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. 19th November 2020 can exercise their voting rights through remote e-voting by following the instructions listed hereinabove or by voting facility provided at the meeting.

24. The Company has appointed Mr. Vikas Paliwal, proprietor of Paliwal Vikas & Associates, Company Secretaries (ACS 22567/PCS 9174) 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

sd/-
NORATMAL KAWAR
Managing Director

Place: Jodhpur,
30th October, 2020

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following explanatory statement pursuant to section 102(1) of the Companies Act, 2013 set out all material facts relating to the business mentioned in the item nos. 3, 4 and 5 in the accompanying notice of the Annual General Meeting.

ITEM NO. 3

At the Annual General Meeting held on 2015, the members of the Company had appointed Mr. Rajendra Kumar Abani as an Independent Director of the Company, to hold office up for 5 years.

The Nomination and Remuneration Committee has recommended the re-appointment of the Director as Independent Director.

The above Independent Director has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act, In the opinion of the Board, the above independent Director fulfill the conditions specified in the Act and the Rules made thereunder for re-appointment as an independent Director and they are independent for the Management.

In compliance with the provisions of section 149 read with schedule IV of the Act, the re-appointment of the above Director as in independent director is now being placed before the members in general meeting for their approval.

The terms and conditions of the re-appointment of an independent director shall be open for inspection by the members at the registered office of the company on all working days, except Saturdays, during business hours up to the date of the Meeting.

ITEM NO. 4

At the Annual General Meeting held on 2015, the members of the Company had Re- appointed Mr. Naresh Kumar Jain as an Independent Director of the Company, to hold office up for 5 years.

The Nomination and Remuneration Committee has recommended the re-appointment of the Director as Independent Director.

The above Independent Director has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act, In the opinion of the Board, the above independent Director fulfill the conditions specified in the Act and the Rules made thereunder for re-appointment as an independent Director and they are independent for the Management.

In compliance with the provisions of section 149 read with schedule IV of the Act, the re-appointment of the above Director as in independent director is now being placed before the members in general meeting for their approval.
The terms and conditions of the re-appointment of an independent director shall be open for inspection by the members at the registered office of the company on all working days, except Saturdays, during business hours up to the date of the Meeting.

ITEM NO. 5

The Board of Directors in their meeting held on 10th June, 2020 and on recommendation of Nomination and Remuneration Committee, re-appoint Mr. Noratmal Kawar as a Managing Director and Whole time Key Managerial personnel of the Company for a further period of three year commencing form 27th April, 2020 to 26th March, 2023 subject to approval by the members in the ensuing Annual General Meeting of the Company on the terms and conditions as per Agreement entered into by and between the Company and Mr. Noratmal Kawar.

Brief resume of Mr. Noratmal Kawar, nature of his expertise in specific functional areas, names of companies in which he holds directorship and the membership/ chairmanship of Board Committees, shareholding in the company and relationship between the Directors inter-se as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, are annexed to this Notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

The terms and conditions and remuneration are set out in the Managing Director Agreement entered with the Company for this purpose.

Mr. Noratmal Kawar

Age	56 Years
Qualifications	Mr. **Noratmal Kawar** graduate in Commerce.
Experience	33 Years in different field
Last drawn remuneration	Nil
Date of first appointment on the Board	March, 27th 2017
No. of share held	398140
Terms and Conditions of Re -appointment	(i) Tenure of this Re -appointment shall be Three years with effect from March 27Th, 2020 (ii) Re-appointment of Mr. Noratmal kawar shall not be subject to retirement by rotation during his tenure as Managing Director. (iii) The Managing Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Act. (iv) The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder. (v) Mr. Noratmal kawar shall be paid salary celling limits prescribed under Schedule V of the Companies Act, 2013.
Relationship with Directors, Managers & KMP	Mr. Noratmal Kawar is Brother of Anil Sayarchad Kawar who Is Director of the Company
Other Directorship	1. padamshree wvg & mfg mills private limited
Chairman/ Member of the Committees of Boards of other companies	Nil

Except the Mr Anil Sayarchad Kawar and appointee no other Director and Key Managerial Personnel nor any relative of Director and Key Managerial Personnel have any concern or interest in the said Resolution except to the extent of their shareholding in the Company.

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, Mr. Anil Sayarchand Kawar (DIN: 00464523), retires by rotation at this AGM and being eligible, is proposed for re-appointment. Mr. Anil Sayarchand Kawar has expressed his intention to act as a Director, if reappointed.
Mr. Anil Sayarchand Kawar, the Director of the Neelkanth Rock-Minerals Limited. A Commerce Graduate has hands-on exposure Extensive in the commercial and technical understanding of the business. Neelkanth Rock-Minerals Limited is being ably guided by Mr. Anil Sayarchand Kawar through his analytical and professional approach.

Mr. Anil Sayarchand Kawar holds 398140 Equity shares (as on 31st March, 2020) of your company. He is on the Board of your company from 27th March, 2017.

Mr. Anil Sayarchand Kawar is the Brother of Mr. Noratmal Kawar.

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

Name of the Director	Anil Sayarchand Kawar (DIN: 00464523)
Date of Birth	24/03/1973
Shareholding	398140 Equity Shares (as on 31.03.2020)
Qualification	Graduated in Commerce
Relationship between directors inter-se	Brother of Mr. Noratmal Kawar.
Nature of expertise	Strategic Planning and Finance.
Name of Companies in which he/she holds directorship	Other Directorship: – **V Tex Overseas Private Limited**
Name of Committees of the Companies in which he/she holds Membership (as on 31.03.2019)	Committee positions held in Company: – Member of **Audit Committee** – Member of **Stakeholder`s Relationship Committee** – Committee **Positions held in other Public Companies** : NIL

Except Mr. Anil Sayarchand Kawar Himself and Mr. Noratmal Kawar, relative of Anil Sayarchand 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,
30th October, 2020

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

sd/-
NORATMAL KAWAR
Managing Director

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

DIRECTOR'S REPORT

(Pursuant to the provisions of Sub Section (3) of Section 134 of the Companies Act, 2013)

To,
The Shareholders of
NEELKANTH ROCK-MINERALS LIMITED

On behalf of the Board of Directors, it is our pleasure to present the 32nd Annual Report together with the Audited Statement of Accounts of NEELKANTH ROCK-MINERALS LIMITED ("the Company") for the Financial Year ended 31st March, 2020.

FINANCIAL HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

The performance of the Company during the year has been as under:

	31.03.2020	31.03.2019
Revenue From Operations	0	0
Other Income	3562685	3164855
Total Revenue	3562685	3164855
Total Expenses	2829435	2435200
Profit/(Loss) Before Exceptional Items And Tax	733251	729655
Exceptional Items	0.00	0.00
Profit/(Loss) Before Tax	733251	729655
Tax Expenses		
Current Tax	184896	184623
Deferred Tax	6033	29306
Income Tax Paid	0.00	0.00
Total Tax Expense	190929	213929
Profit/(Loss) For The Year	542321	515726

PERFORMANCE AND OPERATIONS

During the year, the No Revenue from Operations of your Company, your Company's has profit of Rs. 542321 /- vis-à-vis Rs. 515726/- in the previous year.

The closure of the Company's unit has posed a challenge for the Company. Your directors are exploring alternate avenues to make the Company operative.

INDIAN ACCOUNTING STANDARD

The Ministry of Corporate Affairs (MCA) on February 16, 2015, notified that Indian Accounting Standards (IND AS) are applicable to certain classes of

companies from April 1, 2016 with a transition date of April 1, 2015. IND AS has replaced the previous Indian GAAP prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. IND AS is applicable to the Company from April 1, 2017.

TRANSFER TO RESERVES
The company except its profits/losses does not propose any amount to transfer to the General Reserves.

DIVIDEND:
Your Board of Directors is not recommended any dividend.

SUBSIDIARIES / ASSOCIATES:
Your Company had no subsidiaries, Joint Venture or Associate Company during the year under review.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:
The details of Loans, Guarantees, Securities and Investments made during the financial year ended 31st March, 2020 are given in the notes to the Financial Statements in compliance with the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

CHANGES IN THE NATURE OF THE BUSINESS
There is no change in the nature of business of the Company.

DEPOSITS:
Your Company has not accepted any deposits during the year within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFFERED TO IN SUB-SECTION (1) OF SECTION 188:
All transactions with related parties were in the ordinary course of business and at arm's length. The company has not entered into any transaction of a material nature with any of the related parties which are in conflict with the interest of the company. The details of related party transactions are disclosed in AOC-2 attached to and forming part of the accounts.

EXTRACT OF ANNUAL RETURN:
Pursuant to Section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of

the Companies (Management and Administration) Rules, 2014, extract of annual return in Form MGT-9 is Annexed herewith as 'Annexure-I'.

SHARE CAPITAL:

The Authorised Share Capital of the Company as on 31st March, 2020 was Rs. 5,50,00,000 divided in 55,00,000 Equity Shares of Rs. 10/- each and the Paid-up Equity Share Capital of the Company as on date was Rs. 5,04,37,000 divided in 50,43,700 Equity Shares of Rs. 10/- each.

During the year under review, the Company has not issued any shares with or without differential voting rights nor granted stock options, sweat equity, or bonus shares.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board consists of Executive and Non-Executive Directors, including Independent Directors who are having wide and varied experience in different disciplines of corporate functioning. The Directors and Key Managerial Personnel of the Company are:

S.NO	NAME OF DIRECTOR'S /KMP	POSITION HELD
1.	Mr. Noratmal Kawar	Chairman & Managing Director
2.	Mr. Anil Sayarchand Kawar	Director
3.	Mrs. Shweta Vikash Kawar	Women Director
4.	Mr. Rajendra Kumar Abani	Independent Director
5.	Mr. Naresh Kumar Jain	Independent Director
6.	Rameshwar Jangid	Chief Financial Officer

Mr. Rameshwar Jangid appointed as a Chief Financial Officer (CFO) on 18th April, 2019, Pursuant to the provisions of Companies Act, 2013.

During the financial year Mr. Akshay Vyas, Whole time company secretary and Key Managerial Personnel of the company resigned w.e.f. 02.07.2019 and relived from all his duties. Ms. Kritika Jain, has been appointed as Company Secretary and Compliance Officer with effect from 15th September, 2020.

Mr. Noratmal Kawar Re-appointed as a Managing Director by the Board of Directors subject to the approval of members in ensuing Annual General Meeting.

DIRECTORS RETIRE BY ROTATION:

As per the provisions of the Companies Act, 2013, Mr. Anil Sayarchand Kawar,

retires by rotation at the forthcoming AGM and being eligible, offers himself for reappointment. The Board recommends his reappointment.

PERFORMANCE EVALUATION OF THE BOARD:

During the year under review, pursuant to the provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the evaluation of performance of all Directors is undertaken annually. The company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual Directors on the basis of a structured questionnaire which comprise evaluation criteria taking into consideration various performance related aspects.

The Board of Directors has expressed their satisfaction with the valuation process.

DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from all Independent Director as per Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

NUMBER OF BOARD MEETINGS:

During the financial year under review, 7 (Seven) Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period of 120 days as prescribed under the Companies Act, 2013 and Regulation 17 of SEBI Listing Regulations, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to clause (c) of sub-Section (3) of Section 134 of the Act, the Directors would like to state that:

a) in the preparation of the annual accounts for financial year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the Directors have selected such accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit of the Company for that period;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Act for safeguarding the assets of the Company, and for preventing and detecting fraud

and other irregularities;

d) the Directors have prepared the annual accounts for the year ended March 31, 2020, on a going concern basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

STATUTORY AUDITORS:

There are no qualifications, reservations, adverse remarks or disclaimers in the Statutory Auditor's Report on the Financial Statements of the Company of the company for the financial year 2019-20 and hence does not require any explanations or comments.

STATUTORY AUDITOR REPORT:

A copy of the Auditor's Report for the year ended on March 31, 2020 along with the standalone financial statements thereon forms part of the Annual Report. The Notes on Financial Statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments and there are no qualification remarks made by the Auditors in their report, hence no explanation is required in this regard.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under section 143(12) of the Companies Act, 2013.

COST AUDITOR:

The Cost audit of the Company has not been conducted for the financial year 2019-2020 as provisions of Section 148 of the Companies Act, 2013 are not applicable on the Company

SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s **SKJ & Associates,** Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the financial year 2019-20.

In terms of provisions of sub-section 1 of section 204 of the Companies Act, 2013, the Company has annexed to this Board Report as Annexure-II, a Secretarial Audit

Report given by the Secretarial Auditor. The response of your directors on the observation made in Secretarial Audit Report is as follows:

Response to Point No. 1:
The Company is in process of finding suitable candidate to act as an Internal Auditor.

Response to Point No. 2:
The Company was not in a position to appoint the Company Secretary, due to its weak financial condition. The Board has however appointed a Company Secretary to comply with the requirements specified under Section 203 of the Companies Act, 2013 on 15th September, 2020.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:
The Management Discussion and Analysis forms an integral part of this Report and gives details of the overall industry structure, developments, performance and state of affairs of the Company's business, internal controls and their adequacy, risk management systems and other material developments during the financial year.

Management Discussion and Analysis Report is presented in a separate section forms part of the Annual Report as Annexure-III.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING
The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

CORPORATE GOVERNANCE:
The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements. The Report on Corporate Governance with auditor's certificate thereon in terms of Regulation 34 Listing Regulations, 2015 read with Schedule V of said regulations forms part of the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY:
Pursuant to the provision of section 135 of the Companies Act, 2013 the company is not required to undertake Corporate Social Responsibility activities.

SECRETARIAL STANDARDS OF ICSI
The Company confirms compliance with the applicable requirements of Secretarial

Standards 1 and 2.

PARTICULARS OF EMPLOYEES:

There are no employees who are receiving remuneration exceeding of Rs. 8.5 lakh per month or Rs. 1.20 Crore per annum under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished as follows:

CONSERVATION OF ENERGY

- The steps taken or impact on conservation of energy; NIL
- The steps taken by the company for utilizing alternate sources of energy; NIL
- The capital investment on energy conservation equipments; NIL

TECHNOLOGY ABSORPTION

- The efforts made towards technology absorption: NIL
- The benefits derived like product improvement, cost reduction, product development or import substitution: NIL
- In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): NIL
  a. the details of technology imported: NA
  b. the year of import: NA
  c. whether the technology been fully absorbed: NA
  d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and the expenditure incurred on Research and Development: NA

FOREIGN EXCHANGE EARNINGS AND OUTGO

During the period under review there was no foreign exchange earnings or out flow.

S. No.	Particulars	Current Year
(i)	Foreign exchange earnings	Nil
(ii)	Foreign exchange outgo	Nil

VIGIL MECHANISM

The Company has adopted a Whistle Blower Policy establishing vigil mechanism, to provide a formal mechanism to the Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and provides direct access to the Chairperson of the Audit Committee in exceptional cases. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

RISK MANAGEMENT:

The Company has been undertaking periodic review of its operations to address various risks impacting it and consequently measures are taken to mitigate or minimize the risks. Normal foreseeable risks to the Company's assets are adequately covered by comprehensive insurance. The Company's risk management approach and practices continued to focus on minimizing the adverse impact of risks on its business objectives and to enable the Company to leverage market opportunities based on risk-return parity.

COMMITTEES OF THE BOARD

The Board has 3 (Three) Committees – the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All committees consist of majority of Independent Directors. The Composition and terms of reference, details of meetings and other matters has been mentioned in the Corporate Governance Report of this Annual Report.

MATERIAL CHANGES AND COMMITMENTS:

There were no material changes and commitments, affecting the financial position of the Company which has occurred from the end of financial year i.e. March 31, 2020 to the date of Directors Report.

DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACATING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:

During the year under review the Company has received order from Regional Director, western Region, Mumbai for Shifting of registered office from state of Maharashtra to state of Rajasthan, and no such orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

GREEN INIATIVES

Electronic copies of the Annual Report 2019-2020 and Notice of the 32nd Annual General Meeting are sent to all members whose email addresses are registered with the Company/ Depository Participant(s). For members who have not registered their email addresses, physical copies of the Annual Report 2019-2020 and the Notice of the **32nd Annual General Meeting** under Section 101 of the Companies Act, 2013 are send through permitted mode. Members requiring physical copies can send a request to the Company.

Your Company provides **e-voting** facility to all its members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. The instructions for e-voting are provided in the Notice.

The Company has entered into an arrangement with Central Depository Service (India) Limited (CDSL), the authorized agency for this purpose, to facilitate such e-voting for its members.

POLICY ON SEXUAL HARASSMENT

The company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company did not receive any complain during the year 2019-20.

ACKNOWLEDGMENTS:

The Directors take this opportunity to place on record their sincere thanks to the suppliers, customers, strategic partners, Banks and Financial Institutions, Insurance Companies, Central and State Government Departments and the shareholders for their support and co-operation extended to the Company from time to time. Directors are pleased to record their appreciation of the sincere and dedicated services of the employees and workmen at all levels

For and on behalf of Board

Date: 30/10/2020
Place: Jodhpur

Anil Kawar
DIN: 00464523
Director

Noratmal Kawar
DIN: 00464435
Managing Director

FORM AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis : **NIL**

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts / arrangements / transaction	
c)	Duration of the contracts / arrangements / transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts / arrangements / transaction	
c)	Duration of the contracts / arrangements / transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

For NEELKANTH ROCK MINERALS LIMITED

NORATMAL KAWAR
MANAGING DIRECTOR
DIN: 00464435

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L14219RJ1988PLC062162
2	Registration Date	25-May-88
3	Name of the Company	NEELKANTH ROCK-MINERALS LIMITED
4	Category/Sub-category of the Company	Company Limited By Shares Indian Non Government Company
5	Address of the Registered office & contact details	18 K.M. Stone, Jodhpur Barmer Road, Village-Narnadi Jodhpur, Rajasthan - 342 001
6	Whether listed company	Yes (Listed)
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Universal Capital Securities Private Limited (Formerly known as Mondkar Computers Pvt Ltd.) C101, 247 Park, LBS Road, Vikhroli West, Mumbai - 83. T:+91 (22) 2820 7203-05 / 2825 7641

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	
1	Sale of Granite Slabs/Tiles/ Bentonite	0810	100
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
-	-	-	-	-	-

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	3056011	6600	3062611	60.72	3056011	6600	3062611	60.72	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A)(1)	3,056,011	6,600	3,062,611	60.72	3,056,011	6,600	3,062,611	60.72	0.00
(2) **Foreign**									
a) NRI Individuals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Other Individuals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c) Bodies Corp.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) Any other	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub Total (A)(2)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL (A)	**3056011**	**6600**	**3062611**	**60.72**	**3056011**	**6600**	**3062611**	**60.72**	**0.00**

B. Public									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	74312	46800	121112	2.40	72305	46800	119105	2.36	-0.04
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	648724	624020	1272744	25.23	659388	615620	1275008	25.28	0.04
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	371439	83600	455039	9.02	397239	57800	455039	9.02	0.00
c) Others (specify)									
Non Resident Indians/Overseas Corporate Bodies	6200	33100	39300	0.78	6200	33100	39300	0.78	0.00
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	946	0	946	0.02	600	0	600	0.01	-0.01
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Corporate Body	0	0	0	0.00	0	0	0	0.00	0.00
HUF	91948	0	91948	1.82	92037	0	92037	1.82	0.00
Sub-total (B)(2):	**1193569**	**787520**	**1981089**	**39.28**	**1227769**	**753320**	**1981089**	**39.28**	**0.00**
Total Public (B)	**1193569**	**787520**	**1981089**	**39.28**	**1227769**	**753320**	**1981089**	**39.28**	**0.00**
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total	**4249580**	**794120**	**5043700**	**100.00**	**4283780**	**759920**	**5043700**	**100.00**	**0.00**

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	**ANIL SAYARCHAND KAWAR**	398140	7.89	0.00	398140	7.89	0.00	0.00
2	**GAUTAM CHAND KAWAR**	398140	7.89	0.00	398140	7.89	0.00	0.00
3	**NORATMAL KAWAR**	398140	7.89	0.00	398140	7.89	0.00	0.00
4	**SAJJANRAJ KAWAR**	308913	6.12	0.00	308913	6.12	0.00	0.00
5	**SAJJANRAJ KAWAR (HUF)**	89227	1.77	0.00	89227	1.77	0.00	0.00
6	**SHANTILAL M KANWAR**	673771	13.36	0.00	673771	13.36	0.00	0.00
7	**SOHAN LAL KAWAR**	398140	7.89	0.00	398140	7.89	0.00	0.00
8	**SUNIL KUMAR KAWAR**	398140	7.89	0.00	398140	7.89	0.00	0.00
	Total	**3062611**	**60.72**	0.00	**3062611**	**60.72**	0.00	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change) No Change During Year

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year						
1	ANIL SAYARCHAND KAWAR			398140	7.89	398140	7.89
2	GAUTAM CHAND KAWAR			398140	7.89	398140	7.89
3	NORATMAL KAWAR			398140	7.89	398140	7.89
4	SAJJANRAJ KAWAR			308913	6.12	308913	6.12
5	SAJJANRAJ KAWAR HUF			89227	1.77	89227	1.77
6	SHANTILAL KAWAR			673771	13.36	673771	13.36
7	SOHAN LAL KAWAR			398140	7.89	398140	7.89
8	SUNIL KUMAR KAWAR			398140	7.89	398140	7.89
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)						
1	ANIL SAYARCHAND KAWAR	No Change During Year					
2	GAUTAM CHAND KAWAR						
3	NORATMAL KAWAR						
4	SAJJANRAJ KAWAR						
5	SAJJANRAJ KAWAR HUF						
6	SHANTILAL KAWAR						
7	SOHAN LAL KAWAR						
8	SUNIL KUMAR KAWAR						
	At the end of the year						
1	ANIL SAYARCHAND KAWAR					398140	7.89%
2	GAUTAM CHAND KAWAR					398140	7.89%
3	NORATMAL KAWAR					398140	7.89%
4	SAJJANRAJ KAWAR					308913	6.12%
5	SAJJANRAJ KAWAR HUF					89227	1.77%
6	SHANTILAL KAWAR					673771	13.36%
7	SOHAN LAL KAWAR					398140	7.89%
8	SUNIL KUMAR KAWAR					398140	7.89%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	**HARSHA HITESH JAVERI**						
	At the beginning of the year	01-04-19		41,450	0.82	41,450	0.82
	Changes during the year			-	0.00	41,450	0.82
	At the end of the year	31-03-20		41,450	0.82	41,450	0.82
2	**PRAVEEN JASRAJ KOTHARI**						
	At the beginning of the year	01-04-19		38,999	0.77	38,999	0.77
	Changes during the year			-	0.00	38,999	0.77
	At the end of the year	31-03-20		38,999	0.77	38,999	0.77
3	**CHEMOX SECURITIES LTD.**						
	At the beginning of the year	01-04-19		35,000	0.69	35,000	0.69
	Changes during the year			-	0.00	35,000	0.69
	At the end of the year	31-03-20		35,000	0.69	35,000	0.69
4	**RAKESH GANDHI**						
	At the beginning of the year	01-04-19		34,000	0.67	34,000	0.67
	Changes during the year			-	0.00	34,000	0.67
	At the end of the year	31-03-20		34,000	0.67	34,000	0.67
5	**FICON LEASE AND FINANCE LTD**						
	At the beginning of the year	01-04-19		30,550	0.61	30,550	0.61
	Changes during the year			-	0.00	30,550	0.61
	At the end of the year	31-03-20		30,550	0.61	30,550	0.61
6	**MADHU RAKESH MARDIA**						
	At the beginning of the year	01-04-19		30,275	0.60	30,275	0.60
	Changes during the year			-	0.00	30,275	0.60
	At the end of the year	31-03-20		30,275	0.60	30,275	0.60
7	**SHOBHA THANMAL KANKARIA**						
	At the beginning of the year	01-04-19		29,690	0.59	29,690	0.59
	Changes during the year			-	0.00	29,690	0.59
	At the end of the year	31-03-20		29,690	0.59	29,690	0.59
8	**CHANDRESH LUNIYA**						
	At the beginning of the year	01-04-19		29,122	0.58	29,122	0.58
	Changes during the year			-	0.00	29,122	0.58
	At the end of the year	31-03-20		29,122	0.58	29,122	0.58
9	**MAHENDRA RATHOR**						
	At the beginning of the year	01-04-19		27,600	0.55	27,600	0.55
	Changes during the year			-	0.00	27,600	0.55
	At the end of the year	31-03-20		27,600	0.55	27,600	0.55
10	**HITESH RAMJI JAVERI**						
	At the beginning of the year	01-04-19		26,500	0.53	26,500	0.53
	Changes during the year			-	0.00	26,500	0.53
	At the end of the year	31-03-20		26,500	0.53	26,500	0.53

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	**Mr. Noratmal Kawar**						
	At the beginning of the year	01-04-19		398,140	7.89	398,140	7.89
	Changes during the year			-	0.00	398,140	7.89
	At the end of the year	31-03-20		398,140	7.89	398,140	7.89
2	**Mr. Anil Kawar**						
	At the beginning of the year	01-04-19		398,140	7.89	398,140	7.89
	Changes during the year			-	0.00	398,140	7.89
	At the end of the year	31-03-20		398,140	7.89	398,140	7.89

3	**Mrs. Shweta Vikash Kawar**							
	At the beginning of the year	01-04-19		0.00	0.00	0.00	0.00	
	Changes during the year			0.00	0.00	0.00	0.00	
	At the end of the year	31-03-20		0.00	0.00	0.00	0.00	
4	**Mr. Rajendra Abani**							
	At the beginning of the year	01-04-19		0.00	0.00	0.00	0.00	
	Changes during the year			0.00	0.00	0.00	0.00	
	At the end of the year	31-03-20		0.00	0.00	0.00	0.00	
5	**Mr. Naresh Kumar Jain**							
	At the beginning of the year	01-04-19		0.00	0.00	0.00	0.00	
	Changes during the year			0.00	0.00	0.00	0.00	
	At the end of the year	31-03-20		0.00	0.00	0.00	0.00	

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0.00	0.00	0.00	0.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	0.00	0.00	0.00	0.00
Change in Indebtedness during the financial year				
* Addition	0.00	0.00	0.00	0.00
* Reduction	0.00	0.00	0.00	0.00
Net Change	0.00	0.00	0.00	0.00
Indebtedness at the end of the financial year				
i) Principal Amount	0.00	0.00	0.00	0.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	0.00	0.00	0.00	0.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total
	Name			(Rs/Lac)
	Designation			
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	-	-	-
	Ceiling as per the Act	-	-	-

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
					(Rs/Lac)
1	Independent Directors				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (1)				
2	Other Non-Executive Directors				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (2)				
	Total (B)=(1+2)				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
	Name				
	Designation				
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission - as % of profit - others, specify				
5	Others, please specify				
	Total	264,000.00			264000.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	**Nil**	Nil	Nil	Nil
Punishment	Nil	**Nil**	Nil	Nil	Nil
Compounding	Nil	**Nil**	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	**Nil**	Nil	Nil	Nil
Punishment	Nil	**Nil**	Nil	Nil	Nil
Compounding	Nil	**Nil**	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	**Nil**	Nil	Nil	Nil
Punishment	Nil	**Nil**	Nil	Nil	Nil
Compounding	Nil	**Nil**	Nil	Nil	Nil

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
(For the Financial Year ended 30st March, 2020)

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Neelkanth Rockminerals Limited
Jodhpur, Rajasthan

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Neelkanth Rockminerals Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and the information, also electronic data provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020, according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended from time to time:

    a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading)Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable as the Company has not issued any further capital under the regulations during the period under review);

d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable as the Company does not have ESOP Scheme/shares);

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable as the Company has not issued & listed Debt Securities);

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable as the Company has not delisted /proposed to delist its equity shares from stock exchange during the financial year under review); and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable as the Company has not bought back / proposed to buyback any of its securities during the financial year under review);

6. The management has confirmed that there is/ are no sector specific laws applicable to the Company during the Audit Period.

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.

ii. The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above subject to following observation:

~ As per section 138 (1) of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed the same. In this regard the management of the Company has provided the following reply:

The Company is in process of finding suitable candidate to act as an Internal Auditor.

~ Pursuant to section 203 of the Companies Act, 2013 read with the rule made thereunder, Company Secretary have not been appointed in the Company in the financial year ending 31st March, 2020.
The Company was not in a position to appoint the Company Secretary, due to its weak financial condition. The Board has however appointed a Company Secretary to comply with the requirements specified under Section 203 of the Companies Act, 2013 on 15th September, 2020.

~ Pursuant to relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shares of the Promoters should not be held in physical.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

There are no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines etc., having a major bearing on the Company's Affairs.

For SKJ & Associates
Company Secretaries

SATISH KUMAR JAIN
Proprietor
(FCS :6398/PCS:6632)
UDIN: F006398B001110622

Place: Mumbai
Date:30.05. 2019

This report is to be read with our letter of even date which is annexed herewith and forms an integral part of this report.

ANNEXURE TO THE SECRETARIAL AUDIT REPORT

To,
The Members,
Neelkanth Rockminerals Limited
Jodhpur , Rajasthan

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtained reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records, we believe that the processes and practices, we followed provide are reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company. We relied on the statutory report provided by the Statutory Auditor of the Company for the financial year ending 31st March, 2020.

4. Wherever required we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provision and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The secretarial audit reports neither an assurance as to the future liability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For SKJ & Associates
Company Secretaries

SATISH KUMAR JAIN
Proprietor
(FCS :6398/PCS:6632)

Place: Mumbai
Date: 30.10.2020

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to the regulation 34 read with the Schedule V of the SEBI (Listing obligations and Disclosures Requirements) Regulations, 2015 you're Directors wish to report as follows:

Industry Structure and Development

Indian granite industry is one of the world's major producers of granite, Indian granite is well placed among various come up during this year and the competition has become fierce.

Opportunities

The Granite continues to be in demand in developed world due to its natural characteristics and aesthetic look.

Risk and Threats

Competition from new granite processing countries like China & Brazil along with existing establishment

Segment Wise Performance

The Company currently operates in only one Segment.

Outlook

The company will continue consolidate its position being unforeseen circumstances and subject to currency fluctuation.

Internal Control System and Their Adequacy

The Company has a proper and adequate system of internal control commensurate with its size & nature of business.

Human Resources Development

The industrial relations remained cordial throughout the year.

Cautionary Statement

Certain statements in the directors' report and management discussion and analysis report reflecting the company's projections, estimates, objectives and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such projections, estimates, objectives and expectations due to economic and climatic conditions effecting government regulations, policies, taxations and other factors on which the Company does not have any direct control.

For and on behalf of Board

Date: 30/10/2020
Place: Jodhpur

Anil Kawar
DIN: 00464523
Director

Noratmal Kawar
DIN: 00464435
Managing Director

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate Governance is viewed as both the structure and relationship which determine corporate direction and performance. It refers to the set of systems, principles and processes by which Company is governed.

Your Company has always practiced Corporate Governance of the highest standard and follows a culture that is built on core values and ethics.

Your company is committed towards transparency in all its dealings and places high emphasis on business principles and believes the good corporate Governance goes beyond working results and financial priority and is pre-requisite for attainment of excellent performance. The Company's business practices are based on the conviction that good business sense underpins good ethics. The Company believes that adopting the best corporate governance practices is not only non – negotiable but it is the foundation to good business.

The report of Corporate Governance is prepared in accordance with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations').

BOARD OF DIRECTORS:

a) Composition and Category of Directors:

In terms of compliance with the regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 “SEBI Listing Regulations, 2015”, the Company endeavour to have an optimum combination of Executive and Non-Executive Directors to maintain the independence of the Board and separate the functions of Governance and Management through Board and Committees. As at March 31, 2020, the Board of Directors ("Board") comprises of Five Directors, The composition and category of the Board of Directors is as follows:

S No	Name of Director	Designation	Category
1	Mr. Noratmal Kawar	Chairman & Managing Director	Executive Director (Promoter)
2	Mr. Anil Kawar	Director	Executive Director (Promoter)
3	Mrs. Shweta Vikas Kawar	Director	Non-Executive Women Director (Promoter)
4	Mr. Rajendra Kumar Abani	Director	Non-Executive Independent Director
5	Mr. Naresh Kumar Jain	Director	Non-Executive Independent Director

b) Attendance of each director at the Board meetings and at the last Annual General Meeting:

The particulars of attendance of Board Meetings and Annual General Meeting by Directors for the financial year ended 31.03.2020 has been set out here below:

S. No	Name of Director	No. of Board Meetings		Attendance at last AGM on 29.09.2019
		Held	Attended	
1	Mr. Noratmal Kawar	7	7	Present
2	Mr. Anil Kawar	7	7	Present
3	Mrs. Shweta Vikas Kawar	7	7	-
4	Mr. Rajendra Kumar Abani	7	7	-
5	Mr. Naresh Kumar Jain	7	7	-

c) Number of Other Directorships, Committee Membership(s) & Chairmanship(s):

The position of Other Directorships, Committee Membership(s) & Chairmanship(s) by Directors for the financial year ended 31.03.2020 has been set out here below:

S. No.	Name of the Director	Other Directorships	Committee Membership	Committee Chairmanship
1	Mr. Noratmal Kawar	1	-	-
2	Mr. Anil Kawar	1	2	-
3	Mrs. Shweta Vikas Kawar	-	1	-
4	Mr. Rajendra Kumar Abani	-	3	1
5	Mr. Naresh Kumar Jain	-	3	2

- The number of total directorships is in accordance with Section 165 of the Companies Act, 2013.

- The Number of Directorships, Committee memberships and Chairmanships of all listed and unlisted companies are within the limits as per Regulation 26 of SEBI (LODR) Regulations, 2015 and erstwhile Clause 49(II)(D)(2) of the Listing Agreement.

d) Number of Board Meetings held and the date on which held:

In terms of compliance with the requirement of Regulation 17(2) of SEBI (LODR) Regulations, 2015, Seven Board Meetings were held during the financial year ended 31.03.2020, as against the minimum requirement of four meetings. The maximum time gap between any of two consecutive meetings did not exceed One Hundred and Twenty days.

The dates on which the Board meetings were held are:

1. 18th April, 2019
2. 30th May, 2019
3. 02nd July, 2019
4. 14th August, 2019
5. 4th September, 2019
6. 14th November, 2019
7. 12th February, 2020

e) Disclosure of relationship between directors inter-se

Mr. Noratmal Kawar, Chairman & Managing Director is the Brother of Anil Kawar. Other than Mr. Noratmal Kawar, Chairman & Managing Director & Mr. Anil Kawar, Director none of the Directors are related to any other Director.

f) Shares held by Non-Executive Directors

The number of equity shares of the Company held by the non-executive directors, as on 31.03.2020 are as follows:

S. No.	Name of the Director	No of Equity Shares
1	Mrs. Shweta Vikas Kawar	Nil
2	Mr. Rajendra Kumar Abani	Nil
3	Mr. Naresh Kumar Jain	Nil

BOARD COMMITTEES:

Details of the Board Committees and other related information are provided hereunder:

1. AUDIT COMMITTEE:

(a) Brief description of terms of reference:

The role and terms of reference of the Audit Committee are set out in Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors of the Company. The terms of reference of the Audit Committee broadly are:

1. Review of financial reporting systems;
2. Ensuring compliance with regulatory guidelines;
3. Reviewing the quarterly, half yearly and annual financial results;
4. Approval of annual internal audit plan;
5. Review and approval of related party transactions;
6. Discussing the annual financial statements and auditor's report before submission to the Board with particular reference to the

(i) Director's Responsibility Statement;

(ii) Major accounting entries;

(iii) Significant adjustments in financial statements arising out of audit findings;

(iv) Compliance with listing requirements etc.;

7. Interaction with statutory auditor;
8. Recommendation for appointment and remuneration of auditors; and
9. Reviewing and monitoring the auditor's independence and performance etc.

Further the Audit Committee also mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the audit committee; and
5. Statement of deviations:
   (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations;
   (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.

In addition to the above, the Audit Committee also reviews the financial statements, minutes and details of investments made by the company.

(b) Composition, Name of members and Chairman:

As on March 31, 2020, the Audit Committee of the Board comprises of two (2) Independent Directors and one (1) Eexecutive Director. The Chairperson of the Audit Committee is Independent Director. The composition of the Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations:

S. No.	Name of Director		Designation
1.	Rajendra Kumar Abani	-	Chairman
2.	Naresh Kumar Jain	-	Member
3.	Anil Kawar	-	Member

• Statutory Auditors attend the Audit Committee meetings on invitation.

•The minutes of the meetings of the Audit Committee are placed before the Board and discussed in the meeting.

(c) Meetings and attendance during the year:

• Four Audit Committee Meetings were held during the financial year ended March 31, 2020. The maximum time gap between any of the two meetings was not more than One Hundred and Twenty days.

• The Audit Committee meetings were held on 30th May, 2019; 14th August, 2019; 14thNovember, 2019 and 12thFebruary, 2020

Attendance at the Audit Committee Meeting:

S. No.	Name of the Director	Number of Meetings	
		Held	Attended
1.	Rajendra Kumar Abani	4	4
2.	Naresh Kumar Jain	4	4
3.	Anil Kawar	4	4

The Statutory Auditors of the Company have also attended the above meetings on invitation. The recommendations made by the Audit Committee from time to time have been followed by the Company. The Chairman of the Audit Committee has attended the Annual General Meeting to answer the queries raised by the Shareholders regarding Audit and Accounts.

2.NOMINATION & REMUNERATION COMMITTEE :

a. Brief description of terms of reference

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director;
- Recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Carry on the evaluation of every director's performance;

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity; and
- Any other matter as the Board may decide from time to time.

b. Composition, Name of members and Chairman:

The Nomination and Remuneration Committee of the Board comprises of two (2) Independent Directors and one (1) Non Eexecutive Director. The following is the composition of the Board.

S. No.	Name of Director		Designation
1.	Naresh Kumar Jain	-	Chairman
2.	Rajendra Kumar Abani	-	Member
3.	Shweta Vikash Kawar*	-	Member

The minutes of the meetings of the Nomination and Remuneration Committee are circulated to all the members of the Board.

c. Nomination and Remuneration Committee meetings

During the period from April 1, 2019 to March 31, 2020, Two meeting for Nomination and Remuneration Committee was held on 18-04-2019 and 02.07.2020.

d. Performance evaluation of Directors.

During the year under review, pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the evaluation of performance of all Directors is undertaken annually. The company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual Directors on the basis of a structured questionnaire which comprise evaluation criteria taking into consideration various performance related aspects.

The Board of Directors has expressed their satisfaction with the valuation process.

3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

(a) Brief description of terms of reference:

The Stakeholders Relationship Committee oversees and reviews all matters connected with the share transfers and also looks into redressing of shareholders complaints like transfer of shares, non-receipt of annual report/dividends etc. The committee oversees the performance of the Registrar of Transfer Agents and recommends measures for overall improvement in the quality of investor services.

(b)Composition:

S. No.	Name of Director		Designation
1.	Naresh Kumar Jain	-	Chairman
2.	Rajendra Kumar Abani	-	Member
3.	Anil Kawar	-	Member

c) Name and Designation of Compliance Officer:

Mr. Anil Kawar, Director is acting as Compliance Officer of the Company.

d)Meeting Details:

The Stakeholders' Relationship Committee Constituted and met 4 times during the period from April 1, 2019 to March 31, 2020. The meeting of Committee was held on18.04.2019, 16.07.2019, 18.10.2019 and 11.01.2020

(d) Number of Shareholders complaints received so far.

During the financial year ended March 31, 2020, the Company has not received any complaints.

(e) Number of complaints not resolved to the satisfaction of shareholders: NA

(f) There were no pending complaints as at the year end.

INDEPENDENT DIRECTORS' MEETING:

During the year, meeting of Independent Directors was held on 12.02.2020 to review the performance of the Board as a whole on parameters ofeffectiveness and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

REMUNERATION OF DIRECTORS

(a) Details of Remuneration of Non – Executive Directors:

- There were no pecuniary transactions with any non-executive director of the Company.
- Non-Executive Directors are paid Sitting Fee for attending the Board and Committee Meetings.
- During the financial year 2019-20, the Company has not paid Sitting Fees to Executive & Non-Executive Directors.

(b) Details of Remuneration of Executive Directors:

Name of Director	Salary	HRA	Total
Mr. Noratmal Kawar*	-	-	-
Mr. Anil Kawar*	-	-	-
TOTAL	-	-	-

*Mr. Noratmal Kawar & Mr. Anil Kawar voluntarily not drawing salary from the company

GENERAL BODY MEETINGS:

i) Location and Time, where last three Annual General Meetings held:

Year	Locations	Date	Time
31th AGM (2018-19)	Registered Office of the Company	30/09/2019	02:00 P.M.
30th AGM (2017-18)	Registered Office of the Company	29/09/2018	03:00 P.M.
29th AGM (2016-17)	Registered Office of the Company	29/09/2017	10:00 A.M.

ii.) Whether any Special Resolutions passed in the previous 3 Annual General Meetings:

31th AGM (2018-19): No Special Resolution was passed.

30th AGM (2017-18): No Special Resolution was passed.

29th AGM (2016-17): No Special Resolution was passed.

iii) Special resolution passed through postal ballot:
During the financial year 2019-20 No Special Resolution was passed through postal ballot.

MEANS OF COMMUNICATION:

(a)Financial / Quarterly Results:
The quarterly results of the Company are published in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in widely circulated newspapers namely The Indian Express (English daily) and Danik pratinidhi (Hindi daily).

(b) Newspapers wherein results normally published
The results of the Company are published in widely circulated newspapers namely The Indian Express (English daily) and Danik pratinidhi (Hindi daily).

(c)Presentations made to institutional investors or to the analysts.
There are no presentations made to the investors/ analysts.

Annual General Meeting	**Date** : 26th November, 2020 **Time** : 11:00 A.M. **Venue** : 18 K.M. Stone, Jodhpur Barmer Road, Village-Narnadi Jodhpur, Rajasthan - 342 001
Financial Calendar	1st April to 31st March.
Date of Book Closure	20.11.2020 to 26.11.2020**(both days inclusive)**
Dividend Payment Date	Nil
Listing on Stock Exchanges	BSE Ltd
Scrip/Security Code	531049 on BSE
ISIN Number for NSDL & CDSL	INE741D01015

The listing fee for the year 2019-20 has been paid to the above stock exchanges.

Month	BSE	
	High (Rs.)	Low (Rs.)
Apr'2019	7.84	7.84
May'2019	7.84	7.84
Jun' 2019	7.84	7.84
Jul' 2019	7.84	7.84
Aug' 2019	7.84	7.84
Sep' 2019	7.84	7.84
Oct' 2019	7.84	7.84
Nov' 2019	7.84	7.05
Dec' 2019	7.05	6.13
Jan' 2020	6.45	6.13
Feb' 2020	6.45	6.45
Mar' 2020	6.45	6.45

(b) Performance in comparison to BSE SENSEX:

The performance of the Company's scrip on the BSE as compared to the Sensex is as under:

	April, 2019	March, 2020	% Change
Company SharePrice(closing)	8	7.84	(2)
SENSEX (closing)	35,160.36	38672.91	9.99

(c) Registrar to an issue & Share Transfer Agents:

Registrar to an issue & Share Transfer Agents (for shares held in both Physical and Demat mode) are as follows:

UNIVERSAL CAPITAL SECURITIES PRIVATE LIMITED
(Formerly known as Mondkar Computers Private Limited)
C101, 247 Park, LBS Road, Vikhroli West,
Mumbai – 400083, Maharashtra
Tel: +91 (22) 2820 7203-05 / 2825 7641
Fax: +91 (022) 2820 7207
Email: info@unisec.in
Website: www.unisec.in

(d) Share Transfer System

SEBI vide its Circular No. CIR/MIRSD/8/2012, dated July 5, 2012 has reduced the time-line for registering the transfer of shares to 15 days, the Physical share transfers are processed and the share certificates are returned to the shareholders within a maximum period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. In compliance with the Listing Agreement with the Stock Exchanges, a Practicing Company Secretary carries out audit of the system of transfer and a certificate to that effect is issued.

(e) Distribution of shareholding

Shareholding Pattern as on 31st March, 2020:

S. No.	Description	Total Shares	% Equity
1.	Promoters	3062611	60.72
2.	Resident Individuals and HUF`s	1822084	36.13
3.	Clearing Members	600	0.01
4.	Bodies Corporate	119105	2.36
5.	NRI/OCBs	39300	0.78
	Total	**5043700**	**100.00**

Distribution of shareholding as on 31.03.2020:

Shares holding of nominal value of	No. of Shareholders	Percentage of Total Shareholders	No. of Shares Held	% of total shares
1-500	1510	73.337	441043	8.744
501- 1000	252	12.239	222304	4.408
1001- 2000	110	5.342	171831	3.407
2001- 3000	81	3.934	203394	4.033
3001- 4000	23	1.117	79881	1.584
4001- 5000	21	1.020	96009	1.904
5001- 10000	26	1.263	180980	3.588
10001& Above	36	1.748	3648258	72.333
Total	**2059**	**100**	**5043700**	**100.00**

(f) Dematerialization of Shares & Liquidity

The Company's shares are available for dematerialization with both the Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). 4283780 equity shares were dematerialized representing 84.93% of the total paid up equity share capital of the Company as on 31.03.2020.

(g) There are no outstanding Global Depository Receipts/ American Depository Receipts or Warrants or any convertible instruments as on the date of 31.03.2020.

(h) Commodity price risk or foreign exchange risk and hedging activities;

The Company is not carrying on any Commodity business and has also not undertaken any hedging activities hence same are not applicable to the Company.

(i) Plant Locations :

18 K. M. Stone, Jodhpur Barmer Road,
Village Narnadi
Jodhpur – 342001, Rajasthan

(j) Address for correspondence

S. No.	Shareholders Correspondence for	Address
1.	Transfer/Dematerialization/ Consolidation /Split of shares, Issue of Duplicate Share Certificates, Non - receipt of dividend/ Bonus shares, etc., change of address of Members and Beneficial Owners and any other query relating to the shares of the Company.	Universal Capital Securities Pvt. Ltd. (Formerly known as Mondkar Computers Private Limited) C101, 247 Park, LBS Road, Vikhroli West, Mumbai - 400083, Maharashtra Tel: +91 (22) 2820 7203-05 / 2825 7641 Fax: +91 22 28207207 Email: info@unisec.in Website: www.unisec.in
2.	Investor Correspondence / Queries on Annual Report, Revalidation of Dividend Warrants, Sub-Division, etc.	**Neelkanth Rock-Minerals Limited** CIN: L14219RJ1988PLC062162 Regd. Office: 18 K.M. Stone, Jodhpur Barmer Road, Village-Narnadi Jodhpur, Rajasthan - 342 001 Tel: +0291-2631839 E-mail ID: info@neelrock.com; Website: www.neelrock.com

OTHER DISCLOSURES

(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;

Besides the transactions mentioned elsewhere in the Annual Report, there were no materially significant related party transactions during the year conflicting with the interest of the Company.

(b) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years; None

(c) Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee;

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. During the financial year under review, none of the Complaint has received.

(d) The Company complied with the requirements of the Schedule V Corporate Governance report sub-paras (2) to (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(e) Details of compliance with mandatory requirements and adoption of Discretionary Requirements

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of non-mandatory requirements pursuant to SEBI (LODR), 2015 is being reviewed by the Board from time to time.

(f) The Disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:

Regulation	Particulars of Regulation	Compliance Status (Yes/No)
17	Board of Directors	NA
18	Audit Committee	NA
19	Nomination and Remuneration Committee	NA
20	Stake Holders Relationship Committee	NA
21	Risk Management Committee	NA
22	Vigil Mechanism	NA
23	Related Party Transactions	NA
24	Corporate Governance requirement with respect of Subsidiary of Listed entity	NA
25	Obligation with respect to Independent Director	NA
26	Obligation with respect to Directors and Senior Management	NA
27	Other Corporate Governance Requirement	NA
46(2)(b) to (i)	Website	NA

(g) Code of Conduct:

The Company has in place a comprehensive Code of Conduct applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law.

(h) CEO and CFO Certification

In line with the requirements of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Noratmal Kawar, Managing Director and Mr. Anil Kawar, Executive Director have submitted a certificate to the Board, certifying inter-alia, that the Financial Statements and the Cash Flow Statement for the year ended March 31, 2020 were reviewed to the best of their knowledge and belief, that they do not contain any material untrue statement, do not omit any material facts, are not misleading statements, together present a true and fair view and are in compliance with the applicable laws and regulations. The certificate further confirms that the transactions entered into by the Company for establishing internal control, financial reporting, evaluation of the internal control systems and making of necessary disclosures to the Auditors and the Audit Committee have been complied with.

(i) Disclosure with respect to Demat suspense account/ unclaimed suspense account:
Pursuant to the SEBI Circular and Regulation 39 of the SEBI Listing Regulations, 2015, during the year under review, there are no outstanding shares in the demat suspense account.

(j) Proceeds from public issues, rights issues, preferential issues, etc.
During the year ended March 31, 2020, there were no proceeds from public issues, rights issues, preferential issues, etc.

(k) The Company has adopted the policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(l) The Company has adopted the policy on preservation of documents in accordance with the Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(m) **Company Secretary in Practice Certification:**
In accordance with the Listing Regulations, the Company has obtained the certificate from a Practising Company Secretary confirming that as on March 31, 2020, none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors by Securities and Exchange Board of India/Ministry of Corporate Affairs or any such authority and the same is appended to this Report.

(n) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Number of complaints filed during the financial year	NIL
Number of complaints disposed of during the financial year	NIL
Number of complaints pending as on end of the financial year	NIL

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

As provided under Schedule -V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the financial year ended March 31, 2020.

For **Neelkanth Rock- Minerals Limited**

Place: Jodhpur
Date: 30.10.2020

NORATMAL KAWAR
MANAGING DIRECTOR

CEO AND CFO CERTIFICATION

We hereby certify that:

a. we have reviewed financial statements and the cash flow statement for the Financial Year ended 31st March, 2020 and that to the best of our knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the Auditors and the Audit Committee that there are no:

(i) significant changes in internal control over financial reporting during the year;
(ii) significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
(iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over financial reporting.

For **Neelkanth Rockminerals Limited**

Anil Kawar
DIN: 00464523
Director

Noratmal Kawar
DIN: 00464435
Managing Director

Date: 30.10.2019

Place: Jodhpur

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CHAPTER IV OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Members of
Neelkanth Rock-Minerals Limited

We have examined the compliance of conditions of corporate governance by Neelkanth Rock-Minerals Limited ('the Company') for the year ended 31st March, 2020, as stipulated in Chapter IV of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations").

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned Regulations.

We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

FOR RAHUL SHAH & CO.

Chartered Accountants

(FRN: 019910C)

Rahul Shah

(Proprietor)

Membership. No.: 423839

Date: 30.10.2020

Place: Jodhpur

RAHUL SHAH & CO.
CHARTERED ACCOUNTANTS
SHAHO KI POLE PUNGAL PARA - JODHPUR
carahulshah1726@gmail.com

INDEPENDENT AUDITOR'S REPORT

To the Members of NEELKANTH ROCKMINERALS LIMITED

1. Opinion

We have audited the accompanying financial statements of NEELKANTH ROCKMINERALS LIMITED ('the Company'), which comprise the Balance Sheet as at March 31,2020, the Statement of Profit and Loss, including the statement of other comprehensive Income, the cash flow statement and the statement of change in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020 and its profit/loss, other comprehensive Income, its cash flows and statement of change in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

Other Information

The Company's management and Board of Directors are responsible for the

other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

2.Management's Responsibility for the Ind AS financial statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit / loss (including other comprehensive income), changes in equity and cash flows of the ompany in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

3. Auditor's Responsibilities for the Audit of Financial Statements.
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our

opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

4. Report on Other Legal and Regulatory Requirements

1) As required by the Companies (Auditor's Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

2) As required by section 143(3) of the Act, we report that:
   a.) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b.) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

c.) The Balance Sheet, Statement of Profit and Loss, including the statement of other comprehensive Income, its cash flows and statement of change in equity dealt with by this Report are in agreement with the books of account.

d.) In our opinion, the aforesaid Ind AS financial statements comply with the Ind AS specified under section 133 of the Act.

e.) On the basis of written representations received from the directors as on March 31, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of sec 164(2) of the Act.

f.) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g.) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:

i) The company does not have any pending litigation which would impact its financial position.

ii) The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

PLACE : JODHPUR
DATED: 30th June 2020

FOR RAHUL SHAH & CO.
Chartered Accountants
ICAI FRN 019910C

(RAHUL SHAH)
PARTNER
MEM NO. 423839

ANNEXURE 'A'

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NEELKANTH ROCKMINERALS LIMITED AS AT 31ST MARCH 2020

i) In respect of its fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets were physically verified during the year by the Management. According to the information and explanations given to us no material discrepancies were noticed on such verification.

(c) The company holds title of the immovable properties held by the company in its name.

ii) As explained to us inventories were physically verified during the year by the management at reasonable intervals and if any material discrepancies noticed, the same have been dealt with properly in the books of accounts.

iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firm, limited liability partnership or other parties covered in the register maintained under Section 189 of the Companies Act 2013 and hence sub cl. (a), (b) and (c) are not applicable.

iv) As explained to us, there is no loan, investment, guarantee or security provided during the year under report which are covered by the provisions of sec 185 or 186 of the Companies Act, 2013.

v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year under report.

vi) As explained to us, the Central Govt has not specified maintenance of cost records under sec 148(1) of the Companies Act, 2013, in the case of the company.

vii) a. According to the information and explanations given to us in respect of Statutory and other dues the Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Custom Duty, Goods and Service Tax, cess and any other statutory dues to the appropriate authorities during the year.

b. As stated to us, there is no disputed amount of the statutory and other dues pending for payment which are under litigation at any forum.

viii) According to the information and explanation given to us, the company has not availed financial assistance from any of the financial institution and/or bank and therefore Clause (viii) to the CARO, 2020 is not applicable.

ix) According to the information and explanations given to us, the company

has not raised any moneys either by way of Initial Public Issue or Further Public Offer (including debt instrument) or raised any term loan from during the year under report and therefore Clause (ix) to the CARO, 2020 is not applicable.

x) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

xi) According to the information and explanations given to us and based on our examination of the records, no managerial remuneration has been paid or provided during the year under report and therefore the Clause (xi) to the CARO, 2020 is not applicable.

xii) According to the information and explanations given to us, the company is not a nidhi company. Accordingly, the Clause 3 (xii) to the order is not applicable.

xiii) According to the information and explanations given to us and based on our examination of the records, all the transactions with the related parties are in compliance with sec 177 and 188 of the Companies Act, 2013 where applicable and details have been disclosed in the Financial Statement as required under Accounting Standard (AS) 18, Related Party Disclosure specified under sec 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

xiv) According to the information and explanations given to us and based on our examination of records, the company has made any preferential allotment or private placement of shares or fully or partly convertible debentures and therefore Clause (xiv) to the order is not applicable.

xv) As stated to us, the company has not entered into any non cash transaction with the directors or persons connected with him.

xvi) As stated to us, the company is not required to be registered under sec 45IA of the Reserve Bank of India Act, 1934 during the year under report.

PLACE : JODHPUR
DATED: 30th June 2020

FOR RAHUL SHAH & CO.
Chartered Accountants
ICAI FRN 019910C

(RAHUL SHAH)
PARTNER
MEM NO. 423839

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") referred to in our report of even date.

We have audited the internal financial controls over financial reporting of NEELKANTH ROCKMINERALS LIMITED. ("The Company") as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls :

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility :

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting :
A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting :
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion :
In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR RAHUL SHAH & CO.
Chartered Accountants
ICAI FRN 019910C

(RAHUL SHAH)
PROPRIETOR
MEM NO. 423839
PLACE : JODHPUR
DATED: 30th June 2019

PART I –BALANCE SHEET
M/S NEELKANTH ROCK MINERALS LIMITED
Balance Sheet As At 31 March 2020

(Amount in Rupees)

PARTICULARS	Note No.	31-Mar-20	31-Mar-19
1	2	3	4
(1) ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	4	2,236,366	2,517,068
(b) Capital work-in-progress		-	-
(c) Financial Assets			
- Investments	5	1,512,000	1,512,000
(d) Deferred tax assets (net)	6	2,147,414	2,153,447
(e) Other non-current assets	10	532,553	1,163,129
(2) Current assets			
(a) Inventories	7	784,753	1,789,185
b) Financial Assets			
(i) Trade receivables	8	1,997,095	2,759,330
(ii) Cash and cash equivalents	9	65,054	49,929
(iii) Other Balances with Bank	9	824,697	133,482
(iv) Loans	10	44,908,153	43,067,102
(3) Other current assets	10	1,549,010	1,076,403
Total Assets		**56,557,094**	**56,221,074**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	11	50,437,000.00	50,437,000
(b) Other Equity	12	5,778,577	5,384,297
LIABILITIES			
Current liabilities			
(a) Financial Liabilities			
(i) Trade payables			
1. Dues of Micro and Small Enterprises		-	-
2. Dues of creditors other than Micro and small Enterprises	13	117,166	211,071
(b) Other current liabilities	14	39,456	4,083
(c) Provisions	15	184,896	184,623
Total Equity and Liabilities		**56,557,094**	**56,221,075**
See accompanying notes to the financial statements	3		

The accompanying notes are an integral part of the financial statements.

As per our report of even date — **For and on behalf of the board**

FOR RAHUL SHAH & CO.
Chartered Accountants
ICAI FRN 019910C

NORAT MAL KAWAR — **MANAGING DIRECTOR** — **DIN 00464435**

ANIL KAWAR — **DIRECTOR** — **DIN 00464523**

(RAHUL SHAH)
PROPRIETOR
MEM NO. 423839
PLACE : JODHPUR
DATED: 30th June 2020

RAMESHWAR JANGID
CFO

M/S NEELKANTH ROCK MINERALS LIMITED

Statement of Profit and Loss for the year ended 31 March 2020

Particulars	Notes	31-Mar-20 Rs.	31-Mar-19 Rs.
i.INCOME			
a. Revenue from operations (gross)	16	-	-
Less: excise duty		-	-
Revenue from operations (net)		-	-
b.Other income	17	3,562,685	3,164,855
Total revenue (i)		**3,562,685**	**3,164,855**
ii. EXPENSES			
a.Cost of raw material and components consumed	18	0	-
b.Trading Goods		-	-
c.Changes in inventories of finished goods, work-in-progress and traded goods	19	-	-
d.Employee benefits expense	20	66,000	324,383
e. Other expenses	21	2,616,444	2,036,582
f. Depreciation and amortization expense	22	132,660	60,338
g. Finance costs	23	14,331	13,897
Total expenses (ii)		**2,829,435**	**2,435,200**
iii. Profit/ (loss) before exceptional items and tax iii=(i-ii)		**733,251**	**729,655**
iv. Exceptional items		-	-
v. Profit/ (loss) before tax (iii-iv)		**733,251**	**729,655**
vi. Tax expense			
a. Current tax		184,896	184,623
b. Deferred Tax		6,033	29,306
c. Income Tax Paid		-	-
Total Tax Expense (vi)		**190,929**	**213,929**
vii. Profit/ (loss) for the period from continuing operations (v-vi)		**542,321**	**515,726**
viii.Profit/ (loss) from discontinued operations		-	-
ix.Tax expense of discontinued operations		-	-
x. Profit/ (loss) from discounting operations (after tax) (viii-ix)		-	-
xi. Profit/ (loss) for the period (vii+x)		**542,321**	**515,726**
xii. Other comprehensive income		-	-
- Items that will not be reclassified to profit or loss		-	-
- Income tax relating to items that will not be reclassified to profit or loss		-	-
- Items that will be reclassified to profit or loss		-	-
- Income tax relating to items that will be reclassified to profit or loss		-	-
xiii. Total comprehensive income for the period (xi+xii)		**542,321**	**515,726**
(Profit/ loss + other comprehensive income)			

xiv. Earnings per equity share (for continuing operations)			
a) Basic	24	0.11	0.10
b) Diluted		0.11	0.10
xv. Earnings per equity share (for discontinued operations)			
a) Basic		-	-
b) Diluted		-	-
xvi. Earnings per equity share (for discontinued & continuing operations)			
a) Basic		**0.11**	**0.10**
b) Diluted		**0.11**	**0.10**
Earnings Per Equity Share [Nominal Value of Share Rs. 10/- (31 March 2019: Rs. 10/-]			
Summary of significant accounting policies	3		

The accompanying notes are an integral part of the financial statements.

As per our report of even date **For and on behalf of the board**

FOR RAHUL SHAH & CO.
Chartered Accountants
ICAI FRN 019910C

NORAT MAL KAWAR
MANAGING DIRECTOR
DIN 00464435

ANIL KAWAR
DIRECTOR
DIN 00464523

(RAHUL SHAH)
PROPRIETOR
MEM NO. 423839
PLACE : JODHPUR
DATED: 30th June 2020

RAMESHWAR JANGID
CFO

NEELKANTH ROCKMINERALS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2020
(PERSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE)

S.NO.	PARTICULARS	2019-20	2018-19
		Rs.	Rs.
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**		
1	Net Profit Before Tax & Extra ordinary items	733,251	729,655
2	Adjustments for :-		
	(I) Depreciation	132,660	60,338
	(II) Preliminary Expenses written off	-	-
	(III) Profit /Loss on Sale of Fixed Assets	-	92,145
	(IV) Interest Paid	1,925	1,006
	(V) Excess Provision write off	-	-
	(VI) Stock Damaged	1,004,432	501,778
	(VII) Interest Received	(3,562,685)	(3,164,855)
		(2,423,667)	**(2,509,588)**
3	Operating Profit before Working Capital	(1,690,417)	(1,779,933)
	Changes (1+2)		
4	Adjustments for :-		
	(I) Trade and other Receiveables	(1,551,424)	(2,185,496)
	(II) Inventories	-	-
	(III) Trade Payables	(58,533)	(343,553)
		(1,609,956)	**(2,529,050)**
5	Cash Generated from Operations (3+4)	(3,300,373)	(4,308,982)
6	Less: Interest Paid/Capitalised	1,925	1,006
Deletion before Sept 2018	Tax Paid	184,623	-
		186,548	**1,006**
7	Cash Flow Before Extra-Ordinary Items (5-6)	(3,486,921)	(4,309,988)
8	Extra-Ordinary Items	-	-
9	Net Cash from Operating Activities	(3,486,921)	(4,309,988)
B.	**CASH FROM INVESTING ACTIVITIES**		
10	Purchase of Fixed Assets		
	(Including Capital Work in Progress)	-	800,000
11	Sale of Fixed Assets	-	-
12	Other Non Current Investment	630,576	219,508
13	Interest Received	3,562,685	3,164,855
		4,193,261	**4,184,363**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
14	Proceeds from issue of Equity Shares	-	-
		-	-
15	Increase in Deposits		-
15	NET INCREASE IN CASH AND		
	CASH EQUIVALENTS [(A)+(B)+(C)]	706,340	(125,625)
16	Opening Balance of Cash and Cash Equivalents	183,411	309,036
17	Closing Balance of Cash and Cash Equivalents	889,751	183,411
		0	0

As Per our Report of even Date
FOR RAHUL SHAH & CO. — **Norat Mal Kawar** — **Managing Director**
Chartered Accountants — **DIN 00464435**
ICAI FRN 019910C
Anil Kawar — **Director**
DIN 00464523
(RAHUL SHAH)
PROPRIETOR
MEM NO. 423839 — **Rameshwar Jangid** — **CFO**

PLACE : JODHPUR
DATED: 30th June 2020

AUDITORS ' CERTIFICATE

We have verified the Cash Flow Statement of Neelkanth Rock Minerals Ltd. for the Year Ended on 31st March, 2019 with reference to the audited statement of accounts of the company. The cash flow statement is found to be in accordance with the requirement of clause 32 of the Listing Agreement with stock exchange.

1 CORPORATE INFORMATION

Neelkanth Rockminerals Limited is a Public Limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956 then in force. The company is engaged in the manufacturing and selling of Granite slabs/Tiles and Mineral Products.

2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

a) Basis of preparation and compliance with Ind AS

"These financial statements have been prepared in accordance with the Indian Accounting Standards(referred to as “Ind AS”) as prescribed under section 133 of the Companies Act, 2013 read with Companies(Indian Accounting Standards) Rules as amended from time to time."

These financial statements were approved for issue by the Board of Directors on June, 30, 2020

b) Basis of measurement

The Ind AS financial statements have been prepared on a going concern basis using historical cost conventions and on accrual method of accounting except otherwise stated.

c) Functional and presentation currency

These Ind AS Financial statements are prepared in Indian Rupees which is the company's functional curreny and all financial information presented in Rupees have been rounded off.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Change in Accounting policy:-

As stated to us, there is no significant change in accounting policy of the company affecting the financial statements in any manner.

b) Use of estimates:-

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management’s best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

c) Property, Plant and Equipments

Property, plants and equipments are shown at cost net of accumulated depreciation and impairment losses if any. Cost comprises of purchase price, other direct attributable costs for bringing the assets to its working conditions for its intended use and proportionate allocated share of indirect expenses, if any.

d) Depreciation on Tangible Fixed Assets

Depreciation on property, plant and equipments is computed on written down value method at such rates as computed considering useful life provided in Sch II of the Act.

e) Investment

"Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments."

"On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties."

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

"On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss."

f) Inventories are valued and shown as under:

i) Inventories are taken as per physical verification conducted by the management.

ii) Inventories of Raw Material, Consumables, Stores, Oil & Lubricants, Fuel, and Packing Materials have been valued at cost or market price whichever is lower.

iii) Work in Progress and Finished Goods have been valued at lower of cost or market price.

iv) Scrap and wastage are valued at market realisable value.

g) Revenue Recognition

i) Sales of products are recognized at the time of invoicing to customers

h) Preliminary Expenses

Preliminary expenditure is amortized over a period of 5 years commencing from the year of commencement of commercial production.

i) Taxation

Tax expenses for the year, comprising current tax and deferred tax are included in determining the net profit for the year.

A provision is made for the current tax based on tax liability computed in accordance with relevant tax rates and tax laws. The deferred tax for all timing differences arising between taxable income and accounting income are recognized at currently enacted tax rates.

Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

j) Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements

k) Gratuity and other Benefits to Employees

The contribution to provident fund are being made monthly and are accounted for on accrual basis. Provision of Gratuity has however not been made.

l) Prior period and Extra ordinary Items

Material events accruing after the Balance Sheet date are taken into cognizance. These items and changes in accounting policies, if material, are separately disclosed wherever required. The changes in accounting policies are generally made only where so required by statutes or standards or by complulsion of convenience.

4. PROPERTY, PLANT AND EQUIPMENTS

Particulars	Land	Buildings	Office Building	Plant and Machinery	Computers	Furniture & Fixtures and Office Equipment	Vehicles	Items below Rs. 5000/-	Total
Cost or valuation									
At 1 April 2019	496,271	8,507,441	739,059	777,525	628,366	1,341,117	226,581	25,487	12,741,847
Additions/Adj.	-	-	-	-	-	-	-	-	-
Disposals/Adj during the year	-	-	-	-	-	-	-	-	-
At 31 March 2020	496,271	8,507,441	739,059	777,525	628,366	1,341,117	226,581	25,487	12,741,847
Depreciation									
At 1 April 2019	-	7,160,085	222,605	738,649	596,948	1,271,206	209,799	25,487	10,224,779
Dep Short Charged		117,861	24,871	-	-	3,202	2,108	-	148,042
Charge for the year	-	107,551	23,673	-	-	-	1,436	-	132,660
Disposals	-	-	-	-	-	-	-	-	-
At 31 March 2020	-	7,385,497	271,149	738,649	596,948	1,274,408	213,343	25,487	10,505,482
Net Block									
At 31 March 2019	496,271	1,347,356	516,454	38,876	31,418	69,911	16,782	-	2,517,068
At 31 March 2020	496,271	1,121,944	467,910	38,876	31,418	66,709	13,238	-	2,236,366

5. FINANCIAL ASSETS- NON-CURRENT- INVESTMENT	**31-03-20**	**31-03-19**
	Rs.	**Rs.**
Non-trade investments (valued at cost unless stated otherwise)		
In Govt. Securities		
National Saving certificates	29,000	29,000
Quoted Equity Instruments		
800 Equity Shares of Deep Diamonds (P) Ltd. (Previous year 800 shares)	8,000	8,000
Unquoted Equity Instruments		
147500 (Previous Year 147500/- Equity Shares of Rs. 10/- each fully paid up in Jai Ambey Granited Ltd.)	1,475,000	1,475,000
Total	**1,512,000**	**1,512,000**
Aggregate Amount of Quoted Investments (Market value: Rs. 8480.00) (31 March 2019: 10200.00)	8,000	8,000
Aggregate Amount of Unquoted Investments	1,475,000	1,475,000

6. DEFERRED TAX ASSETS (NET)	**31-03-20**	**31-03-19**
	Rs.	**Rs.**
Deferred tax Asset		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	2,153,447	2,182,753
Gross Deferred Tax Assets	**2,153,447**	**2,182,753**
Deferred tax Liability		
Impact of difference between tax depreciation and Depreciation charged in financial statement.	6,033	29,306
Gross Deferred Tax Liability	**6,033**	**29,306**
Net Deferred Tax Asset	**2,147,414**	**2,153,447**

7. INVENTORIES (valued at lower of cost and net realizable value)	**Non-current**		**Current**	
	31-03-20	**31-03-19**	**31-03-20**	**31-03-19**
	Rs.	**Rs.**	**Rs.**	**Rs.**
Raw materials	-	-	784,753	1,352,531
(refer note 18)	-	-		
Work-in-progress (refer note 19)	-	-	-	-
Finished goods (refer note 19)	-	-	-	-
Consumables	-	-	-	436,654
Total	**-**	**-**	**784,753**	**1,789,185**

8. TRADE RECEIVABLES	**Non-current**		**Current**	
Trade receivables	**31-03-20**	**31-03-19**	**31-03-20**	**31-03-19**
	Rs.	**Rs.**	**Rs.**	**Rs.**
8.1 Considered good unless stated otherwise Outstanding for a period exceeding six months from the date they are due for payment				
-Secured, considered good	-	-	-	-
-Unsecured, considered good		-	1,997,095	2,759,330
-Doubtful	-	-		
Sub-Total	-	-	1,997,095	2,759,330
Less;-Provision for doubtful receivables	-	-	-	-
TOTAL (A)	**-**	**-**	**1,997,095**	**2,759,330**
8.2 Other receivables				
-Secured, considered good	-	-	-	-
-Unsecured, considered good		-	-	-
-Doubtful	-	-	-	
Sub-Total	-	-	-	-
Less-Provision for doubtful receivables	-	-	-	-
TOATL (B)	-	-	-	-
Total (A + B)	**-**	**-**	**1,997,095**	**2,759,330**

9. CASH AND CASH EQUIVALENT	Non-current		Current	
	31-03-20	31-03-19	31-03-20	31-03-19
	Rs.	Rs.	Rs.	Rs.
Cash and cash equivalents				
1.Cash on hand	-	-	65,054	49,929
2.Balances with banks:				
-On current accounts	-	-	824,697	133,482
Total	**-**	**-**	**889,751**	**183,411**

10. LOANS AND ADVANCES	Non-current		Current	
	31-03-20	31-03-19	31-03-20	31-03-19
	Rs.	Rs.	Rs.	Rs.
Security deposit				
Unsecured, considered good	434,553	439,553	-	-
TOTAL (A)	**434,553**	**439,553**	**-**	**-**
Loans	-	-	44,908,153	43,067,102
TOTAL (B)	**-**	**-**	**44,908,153**	**43,067,102**
Other Current Assets				
Prepaid expenses	-	-	-	-
Other Assets	98,000	98,000	464,163	446,571
Balances with Statutory/Government authorities	-	625,576	1,084,847	629,832
TOTAL (C)	**98,000**	**723,576**	**1,549,010**	**1,076,403**
Total (A+ B + C)	**532,553**	**1,163,129**	**46,457,163**	**44,143,504**

11. Equity Share Capital (Amount in Rupees)

Particulars	Opening balance as at 1 Apr 2018	Changes in equity share capital during the year	Opening balance as at 1 Apr 2019	Changes in equity share capital during the year	Closing balance as at 31 Mar 2020
Authorized Shares Capital					
Equity shares of Rs 10/- each fully paid up	**55,000,000**	**-**	**55,000,000**	**-**	**55,000,000**
Issued, Subscribed and Fully Paid-up Shares					
Equity shares of Rs 10/- each fully paid up	**-**	-	**50,437,000**	-	**50,437,000**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares	31-03-20		31-03-19	
	Nos.	Rs.	Nos.	Rs.
At the beginning of the period	5,043,700	50,437,000	5,043,700	50,437,000
Issued during the period -Fully Paid up	-	-	-	-
Outstanding at the end of the period	**5,043,700**	**50,437,000**	**5,043,700**	**50,437,000**

b. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. No dividend however has been proposed by the Board of Directors for the financial year 2019-20

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d. Details of shareholders holding more than 5% equity shares in the company	31-03-20		31-03-19	
	No.	% holding in the class	No.	% holding in the class
Equity shares of Rs.10/- each fully paid				
Name of Shareholder				
Anil Sayarchand Kawar	398,140	7.89	357,425	7.09
Gautam Chand Kawar	398,140	7.89	332,890	6.60
Noratmal Kawar	398,140	7.89	317,886	6.30
Shantilal Kawar	673,771	13.36	608,908	12.07
Sohanlal Kawar	398,140	7.89	323,922	6.42
Sajjan Raj Kawar	308,913	6.12	-	-
Sunil Kawar	398,140	7.89	298,862	5.93
Jai Ambay Granites Ltd.	-	-	463,850	9.20

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

12. Other Equity

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Total
			Capital Reserve	Securities Premium Reserve	Other Reserves (Subsidy)	Retained Earnings	
Balance at the beginning of the period 01 April 2018	-	-	-	-	2,000,000	2,868,571	4,868,571
Transfer to retained earnings					-	515,726	515,726
Any other change: Excess tax provision made in Previous year						-	
Balance at the beginning of the reporting period	-	-	-	-	2,000,000	3,384,297	5,384,297
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	542,321	542,321
Any other change: Short Dep Charged in preceeding year	-	-	-	-	-	148,042	148,042
Balance at the end of the reporting period	**-**	**-**	**-**	**-**	**2,000,000**	**3,778,576**	**5,778,577**

13.a. TRADE PAYABLES - DUES TO MICRO AND SMALL ENTERPRISES	**Non-current**		**Current**	
(As per the information supplied by vendors)	**31-03-20**	**31-03-19**	**31-03-20**	**31-03-19**
	Rs.	**Rs.**	**Rs.**	**Rs.**
a. Principal and interest amount remaining unpaid				
b. Interest due thereon remaining unpaid				
c.Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day				
d.Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006				
e.Interest accrued and remaining unpaid				
f.Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises				
Total - 13.a				
13.b. TRADE PAYABLES- DUES TO OTHERS (Including acceptances)	-	-	117,166	211,071
Total - 13.b	**-**	**-**	**117,166**	**211,071**
Total 13.a+13.b	**-**	**-**	**117,166**	**211,071**

14. OTHER CURRENT LIABILITIES	**31-03-20**	**31-03-19**
	Rs.	**Rs.**
Bonus Payable	-	-
EPF/ESI Payable	-	-
Electricity Exp.Provision	33,887	-
Security Deposit recd from tenant	-	-
TDS/TCS payable	5,569	4,083
Total	**39,456**	**4,083**

15. SHORT TERM PROVISIONS	**31-03-20**	**31-03-19**
	Rs.	**Rs.**
Income Tax provision less advance tax paid	184,896	184,623
Total	**184,896**	**184,623**

16. REVENUE FROM OPERATIONS	31-03-20 Rs.	31-03-19 Rs.
Sale of products		
a. Finished goods	-	-
b. Raw Material & Consumables	-	-
Revenue from Operations (Gross)	-	-
Less: Excise duty #	-	-
Revenue from Operations (net)	**-**	**-**

Details of products sold	31-03-20 Rs.	31-03-19 Rs.
Granite Slabs/Tiles	-	-
Bentonite Powder	-	-
Sub-Total	**-**	**-**
Raw materials-Bantonite Lumps	-	-
Sub-Total	-	-
Total	**-**	**-**

17. OTHER INCOME	31-03-20 Rs.	31-03-19 Rs.
Intt. On Bank and Security deposits	3,197,201	3,163,709
Interest received (KMBL)	7,983	1,146
Round Off	1	-
Rent Received	357,500	-
Total	**3,562,685**	**3,164,855**

18. COST OF RAW MATERIAL AND COMPONENTS CONSUMED	31-03-20 Rs.	31-03-19 Rs.
Inventory at the beginning of the year	1,352,531	1,854,309
Add: Purchases	-	-
	1,352,531	**1,854,309**
Less: Stock Damaged	567,778	**501,778**
Less: Trading Goods	-	-
Less: inventory at the end of the year	784,753	1,352,531
Cost of raw material and components consumed	**0.00**	**-**

Details of raw material and components consumed	31-03-20 Rs.	31-03-19 Rs.
Granite Blocks	-	-
Bentonite Lumps	0	-
Total	**0**	**-**

Details of inventory	31-03-20 Rs.	31-03-19 Rs.
Granite Blocks/Tiles	-	-
Bentonite Lumps/Bardana	784,753	1,352,531
Total	**784,753**	**1,352,531**

19. CHANGES IN INVENTORIES	31-03-20 Rs.	31-03-19 Rs.	(Increase)/ decrease Rs.
Inventories at the end of the year			
Work-in-progress	-	-	-
Finished goods	-	-	-
Sub-Total	**-**	**-**	**-**
Inventories at the beginning of the year			
Work-in-progress	-	-	-
Finished goods	-	-	-
Sub-Total	**-**	**-**	**-**
Total	**-**	**-**	**-**

Details of inventory	31-03-20 Rs.	31-03-19 Rs.
Raw material/Components	784,753	1,352,531
Total	**784,753**	**1,352,531**
Work-in-progress		
Granite Slabs	-	-
Bentonite Powder	-	-
Total	**-**	**-**
Finished goods		
Granite Slabs/tiles	-	-
Bentonite Powder	-	-
Total	**-**	**-**

20. EMPLOYEE BENEFIT EXPENSES	31-03-20 Rs.	31-03-19 Rs.
Salaries, wages and bonus	66,000	319,960
Contribution to provident and other fund	-	4,423
Total	**66,000**	**324,383**

21. OTHER EXPENSES	31-03-20	31-03-19
	Rs.	Rs.
a. Manufacturing Expenses		
Consumables Consumed	-	-
Power and fuel	38,090	153,258
Factory General expenses	18,200	58,800
Sub-Total	**56,290**	**212,058**
b. Administrative Expenses		
Advertisement	91,613	75,063
Insurance	-	1,050
Communication costs	54,986	54,840
Printing and stationery	61,130	54,800
Legal and professional fees	555,397	595,363
Payment to auditor (Refer details below)	22,000	22,000
GST reversed on Damaged Stock	50,222	25,090
Stock Damaged	1,004,432	501,778
Loss on sale of Machinery	-	92,145
Misc Expenses	720,373	387,395
Sub-Total	**2,560,154**	**1,809,524**
c. Selling and Distribution Expenses		
Packing Expenses	-	-
Travelling and conveyance	-	15,000
Sub-Total	**-**	**15,000**
Total	**2,616,444**	**2,036,582**
Above expenses include research and development expenses	-	-

Payment to auditor	31-03-20	31-03-19
	Rs.	Rs.
As auditor:		
Audit fee	18,000	18,000
Tax audit fee	-	-
In other capacity:		
Company law matters	4,000	4,000
Total	**22,000**	**22,000**

22. DEPRECIATION AND AMORTIZATION EXPENSES	31-03-20	31-03-19
	Rs.	Rs.
Depreciation of tangible assets	132,660	60,338
Total	132,660	60,338

23. FINANCE COST	31-03-20	31-03-19
	Rs.	Rs.
Interest	1,925	1,006
Bank charges	12,406	12,891
Total	14,331	13,897

24. EARNING PER SHARE (EPS)	31-03-20	31-03-19
	Rs.	Rs.
The following reflects the profit and share data used in the basic and diluted EPS computations:		
Total operations for the year		
Profit/(loss) after tax	542,321	515,726
Net profit/(loss) for calculation of basic EPS	**542,321**	**515,726**
Weighted average number of equity shares in calculating basic EPS	5,043,700	5,043,700

25. Value of imports calculated on CIF basis	31-03-20	31-03-19
	Rs.	Rs.
Raw materials/consumables	-	-
Capital goods	-	-

26. Expenditure in foreign currency (accrual basis)	31-03-20	31-03-19
	Rs.	Rs.
Total	-	-

27. Imported and indigenous raw materials, components and spare parts consumed	% of total consumption	Value (Rs.)	% of total consumption	Value (Rs.)
Year ended 31 March 2020	31-03-20	31-03-20	31-03-19	31-03-19
Raw Materials				
Imported	-	-	-	-
Indigenously obtained	100	(567,778)	100	-
	100	**(567,778)**	**100**	**-**
Components				
Imported	-	-	-	-
Indigenously obtained	-	-	-	-
	-	-	-	-
Spare parts				
Imported	-	-		-
Indigenously obtained	100	-	100	-
	-	-	-	-

28. Earnings in Foreign Currency (Accrual Basis)	31-03-20	31-03-19
	Rs.	Rs.
Total	-	-

29. Related Party Disclosures

Names of related parties and related party relationship

Managing Director	Norat Mal Kawar
Relatives/Related concerns of Managing Director	
Names	
Vinay Kawar	
Siddhi Vinayak Minerals	

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

a. Sale/purchase of goods and services	Rs				
	Year ended	Sale of goods/ machine and job charges	Purchase	Amount owed by related parties*	Amount owed to related parties*
Associates Concern					
-From M/S Siddhi Vinayak Minerals	31-03-20		-	3,817,750	-
	31-03-19		-	4,497,552	-

c. Salary Paid	Date	Salary Paid
-Paid to Mr. Vinay Kawar Salary	31-03-20	-
	31-03-19	44,000

30. Contingent liabilities	31-03-20	31-03-19
	Rs.	Rs.
	NIL	Nil

31 Segment Reporting

During the year under consideration, the company operated only one segment i.e., manufacturing of Granite Slabs/Tiles and Other Minerals Product.

32.The Balances of Sundry Debtors, Sundry Creditors and Loans and Advances are stated at book value subject to confirmation from respective parties.

33.The Previous year figures have been recomputed, reclassified, regrouped & rearranged wherever considered necessary to make them comparable with current year figures

FOR RAHUL SHAH & CO.
Chartered Accountants
ICAI FRN 019910C

(RAHUL SHAH)
PROPRIETOR
MEM NO. 423839
PLACE : JODHPUR
DATED: 30th June 2020

For and on behalf of the board

NORAT MAL KAWAR	ANIL KAWAR
MANAGING DIRECTOR	DIRECTOR
DIN 00464435	DIN 00464523

RAMESHWAR JANGID
CFO

NEELKANTH ROCK-MINERALS LIMITED

CIN: L14219RJ1988PLC062162
Registered Office: 18 K.M. Stone, Jodhpur Barmer Road,
Village-Narnadi Jodhpur, Rajasthan - 342 001
E-mail ID: info@neelrock.com; Tel: +0291-2631839

ATTENDANCE SLIP

Registered Folio No./DP ID and Client ID:

Name & Address:

Number of Shares held:

I hereby record my presence at the **32nd Annual General Meeting** of the Company being held on **Thuresday, the 26th day of November, 2020 at 11:00a.m.** at the Registered Office of the Company at 18 K.M. Stone, Jodhpur Barmer Road, Village-Narnadi Jodhpur, Rajasthan - 342 001.

Further, please register/ update my/ our under mentioned E -mail ID for sending all future Company'scorrespondence:
E-mail ID: _____

Name & Signature of Shareholder/ Proxy/ Authorised Representative

Note: Please complete the Attendance Slip and hand it over at the entrance of the meeting hall.

ADMISSION AT THE ANNUAL GENERAL MEETING VENUE WILL BE ALLOWED ONLY ONVERIFICATION OF THE MEMBERSHIP DETAILS AND SIGNATURES ON THE ATTENDANCE SLIP.

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

I/We, being the member(s) of _____ shares Neelkanth Rock-Minerals Limited, hereby appoint

1. Name:_____ Address: _____ e-mail id _____, signature _____ or failing him
2. Name:_____ Address: _____ e-mail id _____, signature _____ or failing him
3. Name:_____ Address: _____ e-mail id _____, signature _____ or failing him

as my/our proxy to attend and vote (on a ballot) for me/us and on my/our behalf at the **32nd Annual General Meeting** of the Company, to be held on the **Thursday, the 26th day of November, 2020 at 11:00 A.M.** at the Registered Office of the Company at 18 K.M. Stone, Jodhpur Barmer Road, Village-Narnadi Jodhpur, Rajasthan - 342 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	RESOLUTION
ORDINARY BUSINESS	
1.	Adoption of Financial Statements for the year ended March 20 20 and Report of Auditors and Directors thereon.
2.	To appoint a Director in place of Mr. Anil Sayarchand Kawar (DIN: 00464523), who retires by rotation and being eligible, offers himself for re-appointment.
SPECIAL BUSINESS	
3.	**REAPPOINTMENT OF MR. RAJENDRA KUMAR ABANI AS AN INDEPENDENT DIRECTOR OF THE COMPANY.** To consider and if through fit, to pass with or without modification, if any, following resolution as a special resolution:- "**RESOLVED THAT** Pursuant to the provisions of the sections 149 and 152 and any other applicable provisions of the Companies Act, 2013, if any, and the rules framed there under as read with schedule iv of the act, as amended form time to time, Mr. Rajendra Ku mar Abani (DIN - 01729425) a non - executive independent director of the company, who has submitted a declaration that he meet the criteria of independence as provided in section 149(6) of the Act and who is eligible for re -appointment, be and is hereby re -appointed as an Independent Director of the Company with effect from the conclusion of the 32nd Annual General Meeting of the Company till the next five year."

4.	**REAPPOINTMENT OF MR. NARESH KUMAR JAIN AS AN INDEPENDENT DIRECTOR OF THE COMPANY.** To consider and if through fit, to pass with or without modification, if any, following resolution as a special resolution:- **"RESOLVED THAT** Pursuant to the provisions of the sections 149 and 152 and any other applicable provisions of the Companies Act, 2013, if any, and the rules framed there under as read with schedule iv of the act, as amended form time to time, Mr. Naresh Kumar Jain (DIN - 01777930) a non - executive independent director of the company, who has submitted a declaration that he meet the criteria of independence as provided in section 149(6) of the Act and who is eligible for re -appointment, be and is hereby re -appointed as an Independent Director of the Company with effect from th e conclusion of the 32nd Annual General Meeting of the Company till the next five year**."**
5.	**REAPPOINTMENT OF MR. NORATMAL KAWAR AS MANAGING DIRECTOR OF THE COMPANY** To consider and, if through fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: "**RESOLVED THAT** pursuant to the provisions of the sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, as recommended by the nomination and remuneration committee, consent of the company be and is here accorded for the reappointment of M r. Noratmal Kawar (DIN - 00464435), as Managing Director of the company for a period of three years with effect from 27 th March, 2020 to 26 th March, 2023 as per the terms and conditions and increased remuneration as set out in the Managing Director Agreement placed before the meeting and initiated by the chairman for the purpose of identification. **RESOLVED FURTHER THAT** in the event in any Financial year during the tenure of the Managing Director, the Company does not earn any pro fits or earn inadequate prof it as contemplated under the provisions of schedule V to the Companies Act, 2013 the company may pay to the Managing Director, the above Remuneration, excluding commission amount payable on profit earned as the minimum remuneration by way of salary and all owances as specified above and subject to the receipt of the requisite approvals, if any. **RESOLVED FURTHER THAT** the board be and is herby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution or to make modifications as may be deemed to be in the interest of the company, with liberty to the board to alter and vary the terms and conditions of the aforesaid re -appointment and to in remuneration of Mr. Noratmal Kawar (DIN - 00464435) from time, i n accordance with and subject to maximum limits specified in schedule V to the Companies Act, 2013. **RESOLVED FURTHER THAT** any one the Director of the Company be and is here by authorized to do all necessary act, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

Signed this _____ day of _____ 2020

Signature of Shareholder_____ |Signature of Proxy holder(s)_____

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 TO THE VENUE OF 30TH AGM OF NEELKANTH ROCKMINERALS LIMITED



Registered office:
NEELKANTH ROCKMINERALS LIMITED
18 K.M. Stone, jodhpur Barmer Road,
village- Narnadi Jodhpur, Rajasthan- 342001

BOOK POST

If undelivered please return to :

NEELKANTH ROCKMINERALS LID.
18 K.M. Stone, Jodhpur Barmer Road,
Village - Narnadi Jodhpur, Rajasthan - 342001