



NewLight[®]
Apparels Limited

Regd. Office :
GC-29, Basement, Shivaji Enclave
Raja Garden, New Delhi-110027
CIN No. L74899DL1995PLC064005

LEADING MANUFACTURERS AND EXPORTERS

Date: 04th September, 2024

To,
General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

BSE Symbol: NEWLIGHT
Scrip Code: 540243

Subject: Notice along with the Addendum to the Notice of 29th Annual General Meeting of New Light Apparels Limited.

Sir/Madam,

In continuation of our letter dated 28th August, 2024, informing about 29th Annual General Meeting (AGM) of the Company scheduled to be held on Monday, 23rd September, 2024 at 12:30 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), an addendum including modification of Agenda in Item No-6 to the Notice is being circulated electronically to the Members to whom Notice of the 29th AGM has been sent, in terms of the provisions of the Companies Act, 2013 & Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the Addendum to the Notice of 29th AGM is attached herewith and is also available on the website of the Company under "Investors Update" at newlightapparels.com at the following link: <https://newlightapparels.com>.

This is for your information and records.

Thanking You.

Yours Faithfully,

For New Light Apparels Limited

Sandeep Makkad
Managing Director
DIN: 10700506



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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 29TH ANNUAL GENERAL MEETING (“AGM”) OF NEW LIGHT APPARELS LIMITED WILL BE HELD ON MONDAY SEPTEMBER 23, 2024 AT 12:30 P.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT FOLLOWING BUSINESS:

ORDINARY BUSINESS

ITEM NO 1.

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

To consider and if thought fit, to pass following resolution(s) as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted.”

ITEM NO 2.

TO APPOINT A DIRECTOR IN PLACE OF MR. SANDEEP MAKKAD (DIN: 01112423), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

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

“**RESOLVED THAT** Mr. Sandeep Makkad (DIN: 01112423), who retires by rotation be and is hereby re-appointed as a Director of the Company and such appointment would not have any effect on the continuity of his tenure as Director of the Company.”

SPECIAL BUSINESS

ITEM NO 3.

AMENDMENT TO CLAUSE III (B) & III (C) OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY & ADDITION OF NEW OBJECT CLAUSES

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

“**RESOLVED THAT** pursuant to the provisions of Section 4,13,15 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any amendment thereto or re-enactment thereof) and subject to approval of Registrar of Companies or any

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other competent authority, the consent of shareholders of the Company be and is hereby accorded for alteration of the Clause III(B) and III(C) of the Memorandum of Association of the Company by the following:

By substituting the heading and clauses of Clause III (B) "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS" with the new heading and clauses "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)" in line with the provisions of Table A to Schedule I of Companies Act, 2013.

By deletion of the entire Clause III (C) that is " THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE" consisting of Sub-Clauses of the Memorandum of Association of the Company.

Clause III (A) of the MOA is altered by adding following Clauses after sub clause 8 to the existing main clauses:

9. To manufacture, produce, process, develop, design, assemble, repair, import, export, buy, sell, brand, hire, let on hire, lease, pack, re pack, recondition, service, supply or otherwise deal in all models, shapes, sizes, capacities and varieties of domestic and household appliances, heating, cooking and electrical appliances, devices, gadgets such as stoves, pressure cookers, ovens, cooking ranges, hot plates, other cooking utensils of all types, containers, buckets, refrigerators, dryers, heaters, geysers, irons, mixers, filters, ceiling fans, table fans, exhaust fans, vacuum cleaners, washing machines, air conditioners, tube light fittings, radio, television, Stereo, videos, tape recorders, electronic motor and other similar products, their consumables, parts, accessories, components, fittings whether as wholesalers, retailers, agents, sub agents, distributors or otherwise.
10. To carry on the business of manufacturers, producers, stockiest, commission agents, importers, exporters of electrical products and other domestic appliances, their assemblies, kits, spares and accessories.
11. To manufacture, produce, process, develop, design, assemble, repair, import, export, buy, sell, brand, hire, let on hire, lease, pack, repack, recondition, service, supply or otherwise deal in all models, shapes, sizes, capacities and varieties of electrical appliances, domestic and household appliances, heating, cooking appliances and devices, gadgets such as refrigerators, dryers, heaters, geysers, irons, mixers, filters, ceiling fans, table fans, exhaust fans, vacuum cleaners, washing machines, air conditioners, radio, television, pressure cookers, ovens, cooking ranges, hot plates, other cooking utensils of all types, and other similar products, their consumable, parts, accessories, components, fittings such as electrical wires and accessories; heaters, presses, enamelled wires, cords, tapes, cells, tubes, lamps, electrical motors, conductors, capacitors, electrical furnaces, transformers, light fittings, chokes, ballasts, stabilizers, electro medical instruments, insulators, transistors, polythene pipes, connectors, conduit pipes, internal circuits, relays and other allied articles and appliances for any use in domestic or industrial purposes whether as wholesalers, retailers, agents,



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subagents, distributors or otherwise and to act as electrical/electronic engineers and consultants.

12. To carry on business as traders and agents, suppliers and commission agents of products, commodities and materials in any form or shape manufactured or supplied by any company or firm, association of persons, body (whether incorporated or not), government, semi government or any local authority.
13. To carry on the business of trading, Online Business, e-commerce, quick commerce, omni channel - sales, marketing, branding, supplying, distribution etc of widely used consumer products, garments, gift items, Stationary, publications, School essentials, travel gear products, Electricals and home appliances.
14. To develop a software for providing services via IT to schools, other enterprises and general customers for resolving their query(s).

RESOLVED FURTHER THAT any Directors of the Company be and are hereby severally authorized to do all such acts, file necessary forms with the Registrar of Companies, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution and/ or otherwise considered by them in the best interest of the Company.”

ITEM NO 4.

AMENDMENT OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to the provisions of Section 4 and Section 13 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any amendment thereto or re-enactment thereof) and subject to approval of Registrar of Companies or any other competent authority, the consent of shareholders of the company be and is hereby accorded to alter Clause IV of the Memorandum of Association by replacing the existing Clause IV with the following new Clause IV:

IV. The Liability of the members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to do all such acts, file necessary forms with the Registrar of Companies, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution and/ or otherwise considered by them in the best interest of the Company.”

ITEM NO 5.

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013 AND ITS RULE

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



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“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association of the Company be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any Directors of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable, in its absolute discretion deem fit and take all steps which are incidental, consequential, relevant or ancillary in this connection.’

ITEM NO 6.

INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing ₹10,50,00,000 (Rupees Ten Crore Fifty Lakh) divided into 1,05,00,000 (One Crore Five Lakh Only) Equity Shares of ₹10/- each to ₹30,00,00,000 (Rupees Thirty Crore) divided into 30,000,000 (Three Crore) Equity Shares of ₹10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

V. The Authorized Share Capital of the Company is ₹30,00,00,000 (Rupees Thirty Crore) divided into 30,000,000 (Three Crore) Equity Shares of ₹10/- (Rupees Ten) each, with the power to increase or reduce the Capital of the Company and to divide the shares in the Capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company.’

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



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ITEM NO 7.

APPOINTMENT OF MR. GURCHARAN LAL MAKKAD (DIN: 01689768) AS DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to provisions of Section 152 read with Rule 8, 9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of Article of Association of the Company, on the recommendation of Nomination & remuneration committee and with the approval of Board, the consent of the Member of the Company be and is hereby accorded to appoint Mr. Gurcharan Lal Makkad (DIN 01689768) as a Director of the Company with immediate effect.

ITEM NO 8.

APPOINTMENT OF MR. GURCHARAN LAL MAKKAD (DIN: 01689768) AS A WHOLE TIME DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), on the recommendation of Nomination & remuneration committee and with the approval of Board, consent of the members be and are hereby accorded for the appointment of Mr. Gurcharan Lal Makkad (DIN 01689768), as Whole Time Director of the Company for a period of five years with immediate effect, on the terms and conditions remuneration, with liberty to the Board of Directors (herein referred to as “the Board” which term shall be deemed to include any committee of the Board constituted to exercise its powers, including powers conferred by this resolution) to alter and vary the terms and conditions from time to time.

RESOLVED FURTHER THAT the Company hereby approves the Monthly Salary of Rs. 10,000 per month, with such increment(s) as may be decided by the Board of Director from time to time in accordance with the HR policy of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of office of Mr. Gurcharan Lal Makkad (DIN 01689768), as Director, the remuneration and perquisites would be paid subject to the ceiling prescribed under Companies Act, 2013.



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RESOLVED FURTHER THAT any of the Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all the thing(s) as may be deemed necessary and settle any or all questions/matters arising with respect to the above matter and to execute all such paper(s), letter(s) and documents(s) as may be necessary, and to take such other incidental and ancillary steps in this regard as may be considered desirable or expedient by the Board in the best in the best interest of the Company and its shareholders.”

**By order of the Board of Directors
For New Light Apparels Limited**

Sd/-
(Sandeep Makkad)
Managing Director
& CFO
DIN: 10700506

New Delhi, August 28, 2024



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Notes:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 along with subsequent circulars issued in this regard and the latest dated September 25, 2023 (collectively referred to as 'MCA Circulars'), permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Master Circular dated July 11, 2023 read with Circular dated October 7, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard have provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the SEBI Listing Regulations and MCA Circulars, the 29th AGM of the Company is being held through VC/ OAVM on Monday, September 23, 2024 at 12:30 p.m. (IST). The deemed venue of the 29th AGM shall be the Registered Office of the Company situated at GC-29, Basement, Shivaji Enclave, Raja Garden, New Delhi – 110 027.
2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice. Institutional members/ Corporate members (i.e. other than individuals, HUF's, NRI's, etc.) intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to sanjayjhafcs@gmail.com with a copy marked to evoting@nsdl.com.
3. The information required to be provided as per section 102 of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are furnished in the explanatory statement which is annexed hereto.
4. The Members can join the AGM in the VC/OAVM mode fifteen minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Members desirous of seeking information in respect of Accounts of the Company are requested to send their queries to newlight.apparels@gmail.com on or before September 09, 2024.
6. In case of joint holders, 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 at the AGM through e-voting.



7. Members are requested to notify immediately changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - a. For shares held in electronic form: to their Depository Participants (DPs);
 - b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.
8. Members may please note that SEBI vide its Circular dated January 25th, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Subdivision/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website: www.newlightapparels.com. It may be noted that any service request can be processed only after the folio is KYC compliant.

SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company, for assistance in this regard.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
10. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.newlightapparels.com. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and relevant documents referred to in the Notice of this AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. Members who wish to inspect such documents can send their requests to the Company at newlightapparels@gmail.com by mentioning name and Folio number/DP ID and Client ID.
12. Notice of the AGM along with the Annual Report 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's



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website www.newlightapparels.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>

In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2023-2024 and Notice of the AGM of the Company, he/she may send a request to the Company by writing at newlightapparels@gmail.com mentioning their DP ID and Client ID/Folio No.

13. Members at the 27th AGM of the Company, held on September 30th, 2022 had approved the appointment of M/s NGMKS & Associates, (Registration No. 024492N), as statutory auditors of the Company, to hold office for a period of five years, subject to ratification of shareholders, from the conclusion of the 27th AGM till the conclusion of the 31st AGM. The Ministry of Corporate Affairs vide its Notification dated May 7, 2018 has dispensed with the requirement of ratification of Auditors appointment by shareholders every year. Hence, the resolution relating to ratification of Auditors' appointment is not included in the Notice to the AGM.

14. Instructions for e-voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020 and May 5, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- ii. The remote e-voting period begins on Friday, September 20, 2024 (9:00 a.m. IST) and ends on Sunday, September 22, 2024 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, September 16, 2024 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing Tuesday, September 22, 2024 and ends on Thursday, September 26, 2024 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- iii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
- iv. The Board of Directors has appointed Mr. Sanjay Kumar Jha proprietor of S K Jha and associates, Practicing Company Secretary (Membership No: 5076 and COP No. 3749) as the Scrutinizer for providing facility to the members of the Company to



scrutinize the voting at the meeting and remote e-voting process, in a fair and transparent manner.

- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. September 16, 2024.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date September 16, 2024 may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/ she can use his/her existing User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under **“Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode.**
- vii. The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in dematerialized mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is



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	<p>available at https://eservices.nSDL.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL mobile app “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; gap: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or



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	<p>joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in dematerialized mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- i. Visit the e-voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- iii. A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.



Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login-in to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID i.e. if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b. Individual Shareholders holding securities in demat mode with CDSL	16 Digit Beneficiary ID i.e. if your Beneficiary ID is 12***** then your user ID is 12*****
c. For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company i.e. if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- v. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes



- on the e-Voting system of NSDL.
- vi. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 - vii. Now, you will have to click on “Login” button.
 - viii. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjayjhafcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre Senior Manager at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN



- card), AADHAR (self-attested scanned copy of Aadhar Card) by email to newlight.apparels@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to newlight.apparels@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE ANNUAL GENERAL MEETING (AGM): -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN is 130494 for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at newlight.apparels@gmail.com **between September 10, 2024 and September 14, 2024**. The facility to express views/ask questions during the AGM shall be restricted only to those



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members who have pre-registered themselves as a speaker. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.newlightapparels.com and on the website of NSDL www.evoting.nsdl.com. The Company shall simultaneously forward the results to BSE Limited, where the share of the Company is listed.

**By order of the Board of Directors
For New Light Apparels Limited**

Sd/-
(Sandeep Makkad)
Managing Director &
CFO
DIN: 10700506

New Delhi, August 28, 2024



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

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned at Item Nos. 3 to 8 of the accompanying Notice:

ITEM NO.3 AMENDMENT TO CLAUSE III (B) & III (C) OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY & ADDITION OF NEW OBJECT CLAUSES

New Light Apparels Limited was incorporated on January 3, 1995 under the provisions of the Companies Act, 1956.

The new Companies Act, 2013, has made various changes in the provisions as compared to the erstwhile Companies Act, 1956.

In order to comply with the provisions of Section 4(1)(c), Section 13 and other applicable provisions, if any, of the Companies Act, 2013 it is proposed to replace the existing heading and clauses 'incidental or ancillary objects' of Clause III (B) to 'Matters which are necessary for furtherance of the Objects specified under Clause III (A)' in line with Companies Act, 2013 and to delete the Clause III (C) 'Other Objects from Memorandum of Association of Company.'

Further, the management of the Company wants to avail various business opportunities, to expand their business operation and in respect of that the management consider it expedient to alter the main object clause of the Memorandum of Association of the Company to cover a more comprehensive range of business activities. The Board of Directors at their meeting held on August 28, 2024 proposed to alter the Memorandum of Association of the Company as under:

Clause III (A) of the MOA is altered by adding following Clauses after sub clause 8 to the existing main clauses:

9. To manufacture, produce, process, develop, design, assemble, repair, import, export, buy, sell, brand, hire, let on hire, lease, pack, re pack, recondition, service, supply or otherwise deal in all models, shapes, sizes, capacities and varieties of domestic and household appliances, heating, cooking and electrical appliances, devices, gadgets such as stoves, pressure cookers, ovens, cooking ranges, hot plates, other cooking utensils of all types, containers, buckets, refrigerators, dryers, heaters, geysers, irons, mixers, filters, ceiling fans, table fans, exhaust fans, vacuum cleaners, washing machines, air conditioners, tube light fittings, radio, television, Stereo, videos, tape recorders, electronic motor and other similar products, their consumables, parts, accessories, components, fittings whether as wholesalers, retailers, agents, sub agents, distributors or otherwise.
10. To carry on the business of manufacturers, producers, stockiest, commission agents, importers, exporters of electrical products and other domestic appliances, their assemblies, kits, spares and accessories.
11. To manufacture, produce, process, develop, design, assemble, repair, import, export, buy, sell, brand, hire, let on hire, lease, pack, repack, recondition, service, supply or otherwise deal in all

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models, shapes, sizes, capacities and varieties of electrical appliances, domestic and household appliances, heating, cooking appliances and devices, gadgets such as refrigerators, dryers, heaters, geysers, irons, mixers, filters, ceiling fans, table fans, exhaust fans, vacuum cleaners, washing machines, air conditioners, radio, television, pressure cookers, ovens, cooking ranges, hot plates, other cooking utensils of all types, and other similar products, their consumable, parts, accessories, components, fittings such as electrical wires and accessories; heaters, presses, enamelled wires, cords, tapes, cells, tubes, lamps, electrical motors, conductors, capacitors, electrical furnaces, transformers, light fittings, chokes, ballasts, stabilizers, electro medical instruments, insulators, transistors, polythene pipes, connectors, conduit pipes, internal circuits, relays and other allied articles and appliances for any use in domestic or industrial purposes whether as wholesalers, retailers, agents, subagents, distributors or otherwise and to act as electrical/electronic engineers and consultants.

12. To carry on business as traders and agents, suppliers and commission agents of products, commodities and materials in any form or shape manufactured or supplied by any company or firm, association of persons, body (whether incorporated or not), government, semi government or any local authority.
13. To carry on the business of trading, Online Business, e-commerce, quick commerce, omni channel - sales, marketing, branding, supplying, distribution etc of widely used consumer products, garments, gift items, Stationary, publications, School essentials, travel gear products, Electricals and home appliances.
14. To develop a software for providing services via IT to schools, other enterprises and general customers for resolving their query(s).

A copy of the altered Memorandum of Association highlighting the proposed changes is placed before the members and also made available on the website of the Company.

In terms of the provisions of Section 4, 13 and 15 of the Act, the consent of the Members by way of Special Resolution is required for such alteration of Memorandum of Association of the Company.

The above proposal is in the interest of the Company and the Board commends the Resolution as set out at Item No. 3 for approval by the members of the Company and to be passed as a Special Resolution.

None of the directors or key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

ITEM NO.4 AMENDMENT OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION

In order to comply with the provisions of Section 4 and Section 13 and other applicable provisions if any, of the Companies Act 2013, the Company needs to alter the Liability Clause of the Memorandum of Association.

None of the directors or key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

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The Directors recommend this resolution as per Item no 4 for approval of the members and to be passed as a Special Resolution.

ITEM NO.5 ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013 AND ITS RULE

The existing Articles of Association ("AOA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no-longer in conformity with the Companies Act, 2013 ("the Act").

As per the Act, several regulations of the existing AOA of the Company require alteration or deletion in several articles. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares.

The Board of Directors of the Company commends the Resolution to be passed as a Special Resolution as set out in Item No. 5 in accompanying Notice for the approval of the members of the Company.

None of the directors or key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Directors recommend this resolution as per Item no.5 for approval of the members and to be passed as a Special Resolution.

ITEM NO. 6 INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The present Authorized Share Capital of the Company is ₹10,50,00,000 (Rupees Ten Crore Fifty Lakh) divided into 1,05,00,000 (One Crore Five Lakh Only) Equity Shares of ₹10/- each.

The Company proposes to raise funds through issue of Equity Share Capital and therefore it is deemed appropriate to increase the Authorized Share Capital of the Company from ₹10,50,00,000 (Rupees Ten Crore Fifty Lakh) divided into 1,05,00,000 (One Crore Five Lakh Only) Equity Shares of ₹10/- each to ₹30,00,00,000 (Rupees Thirty Crore) divided into 30,000,000 (Three Crore) Equity Shares of ₹10/- each.

Pursuant to section 61 of the Companies Act, 2013, the proposed increase in Authorized Capital and the consequential changes in Clause V of the Memorandum will require the approval of the Members of the Company.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 6 for approval by the members of the Company.



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The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

ITEM NO. 7 APPOINTMENT OF MR. GURCHARAN LAL MAKKAD (DIN: 01689768) AS A DIRECTOR OF THE COMPANY

Considering the vast experience of Mr. Gurcharan Lal Makkad (DIN: 01689768) and as per the industry standards, your Board of Directors have decided to appoint him as a Director of the Company in pursuance of the provisions of the Companies Act 2013.

The Board is of the opinion that his knowledge and experience would be of immense help for the overall progress of the company, your Directors consider that his appointment shall be in the best interest in the Company.

The Company has received consent and declaration in writing from Mr. Gurcharan Lal Makkad (DIN: 01689768) that he is not disqualified from being appointed as Director in terms of the provision of Section 164(1) and (2) of the Companies Act 2013. The consent and approval of the Shareholders is sought for his appointment in accordance with the provision of the Section 152 of the Act.

Therefore the approval of the members is required by way / of ordinary resolution for the purpose of the appointment of Mr. Gurcharan Lal Makkad (DIN: 01689768) as a Director of the Company and to be passed as an Ordinary Resolution.

Mr. Sandeep Makkad (DIN: 01112423) Directors of the Company is concerned or interested in the Resolution to the extent of their shareholding set out at Item No. 7.

ITEM NO. 8 APPOINTMENT OF MR. GURCHARAN LAL MAKKAD (DIN: 01689768) AS A WHOLE TIME DIRECTOR OF THE COMPANY

In view of leadership, strategic inputs, management skills as well as dealing across the apparels industry and overall towards the Company guidance, it is proposed to appoint Mr. Gurcharan Lal Makkad (DIN: 01689768) as a Whole-Time Director of the Company.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Gurcharan Lal Makkad (DIN: 01689768), requires approval of the Members by way of Special resolution. The terms and conditions of the appointment and remuneration payable to Mr. Gurcharan Lal Makkad (DIN: 01689768) are provided in the resolution referred in Item No. 8.

The Company has received from Mr. Gurcharan Lal Makkad (DIN: 01689768) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act.



In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member, proposing the candidature of Mr. Gurcharan Lal Makkad (DIN: 01689768) for appointment. Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the management of the Company.

The above proposal is in the interest of the Company and the Board commends the Resolution as set out at Item No. 8 for approval by the members of the Company.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 – Mr. Gurcharan Lal Makkad (Item No.1 of Notice)

I. General Information

Nature of industry	Import export of Apparels
Date or expected date of commencement of commercial production	Existing Company in operation since 1995
case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	the FY 2023-2024, the Company made a Total Revenue including other income of Rs.1217.44 Lakh and Profit of Rs. 36.64 Lakh after Tax
reign Investments or collaborations, if any	Not applicable

II. Information about the appointee:

Background details	
Past remuneration	1,20,000/-
Recognition or awards	Nil
Job profile and his suitability	Proposed to be Appointed as Whole Time Director of the Company
Remuneration proposed	As stated in the Resolution mentioned in Item No. 9
Comparative remuneration profile with respect to industry, size of	The remuneration of Mr. Gurcharan Lal Makkad is comparable to that drawn by the peers in the similar



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the company, profile of the position and person	capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Gurcharan Lal Makkad, Proposed Whole Time Director is Father of Mr. Sanddep Makkad (DIN: 01112423) Managing Director and CFO

III. Other Information:

1	Reasons of loss or inadequate profits	NA
2	Steps taken or proposed to be taken for improvement	The Company has adopted the following measures to improve the profitability: <ul style="list-style-type: none"> • Modernization of existing facilities to improve overall operating efficiency. • Conscious efforts to develop customers base in market. • Technology upgradation by way of investing in tools/software. • Cost control in all areas. • Improving the quality of services The Company is making necessary efforts to maintain its leadership and improve its performance by aggressively implementing its strategies and cost reduction initiatives along with revenue enhancement initiatives.
3	Expected increase in productivity and profits in measurable terms	It is difficult to forecast the profitability in measurable terms. The results of the above initiatives are expected to improve Company's performance and profitability.

Details of Directors seeking appointment / re-appointment at the Annual General Meeting
[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings]

Particulars	Mr. SANDEEP MAKKAD (Managing Director)	Mr. GURCHARAN LAL MAKKAD (Director)
Director Identification Number (DIN)	01112423	01689768
Date of Birth	12.12.1969	20.01.1945
Age	54 years	79 years
Date of Appointment	03.01.1995	21.09.2024
Qualifications	He is a B.Com, Graduated from Delhi University.	Graduation from Delhi University
Expertise in specific functional areas	He has marketing skills that got his company introduced to many Government departments for supply of socks, sweater and other accessories. At present they are engaged in Windcheater, sweater, Tracksuit, jacket and other accessories, to Corporate sector and schools on Pan India level.	He is experienced in leading and growing all sectors of a business to make it a dynamic and progressive organization



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	He is bound to take the company to new level by exploring the vast domestic market of North Eastern part of India.	
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL	NIL
Memberships/ Chairmanships of committees of other public companies (Audit Committee and Stakeholders' Relationship Committee considered)	NA	NA
Number of shares held in the Company as on March 31, 2024	3989	2237

None of the Directors seeking appointment / re-appointment are related to any of the other Directors of the Company within the meaning of the term "relative" as per section 2(77) of the Companies Act, 2013.

**By order of the Board of Directors
For New Light Apparels Limited**

Sd/-
(Sandeep Makkad)
Managing Director
& CFO
DIN: 10700506

New Delhi, August 28, 2024



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CIN No. L74899DL1995PLC064005

ADDENDUM TO THE NOTICE OF 29th ANNUAL GENERAL MEETING OF NEW LIGHT APPARELS LIMITED

Addendum to the Notice of the 29th Annual General Meeting (AGM) of New Light Apparels Limited scheduled to be held on Monday, 23rd September, 2024 at 12:30 P.M. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Notice is hereby given to the members of New Light Apparels Limited that the Board of directors considered and approved in their meeting was held on 03rd September, 2024 subject to approval of shareholders the stock split (sub-division of equity shares) of Company's 01 (One) equity share of face value of Rs. 10/- each into 10 (Ten) equity shares of face value of Rs. 01/- each and consequent approval of alteration in the Capital Clause of Memorandum of Association of the Company.

Accordingly, after requisite statutory compliances, this addendum is being circulated electronically to the members and it shall form an integral part of the original Notice dated 28th August 2024 of 29th AGM of the Company and the notes provided therein, for all purposes.

SPECIAL BUSINESS:

ITEM NO 6.

INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing ₹10,50,00,000 (Rupees Ten Crore Fifty Lakh) divided into 1,05,00,000 (One Crore Five Lakh Only) Equity Shares of ₹10/- each to ₹30,00,00,000 (Rupees Thirty Crore) divided into 30,00,00,000 (Thirty Crore) Equity Shares of ₹1/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

V. The Authorized Share Capital of the Company is ₹30,00,00,000 (Rupees Thirty Crore) divided into 30,00,00,000 (Thirty Crore) Equity Shares of ₹1/- (Rupee One Only) each, with the power to increase or reduce the Capital of the Company and to divide the shares in the Capital for the time being into different classes and to



attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company.’

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 9

SUB-DIVISION/SPLIT OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10 (TEN)/- PER SHARE TO FACE VALUE OF RS. 01 (ONE) /- PER SHARE OF THE COMPANY

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and Rules framed thereunder including the statutory modifications thereto and re-enactments thereof for the time being in force and the provisions of Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations, circulars, notifications etc. issued thereunder, subject to such approvals and consents from appropriate authorities, the consent of the Members of the Company be and is hereby accorded for sub-division of each equity share of face value of Rs. 10/- (Rupees Ten Only) into face value of Re. 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT pursuant to the split/sub-division of equity shares of the Company, all the authorized, issued, subscribed and paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company existing on the record date to be fixed by the Board of Directors shall stand sub-divided into equity shares of face value of Re. 1/-(Rupee One only) each fully paid up as given below, without altering the aggregate amount of such capital and shall rank pari passu in all respects with the existing fully paid equity share of 10/- each of the company:

Particulars	Pre-Sub-division		Post Sub-division	
	Shares	FV (Rs.)	Shares	FV (Rs.)
Authorized Share Capital				
Equity	1,05,00,000	10	10,50,00,000	1
Issued, Subscribed and Paid-up Share Capital				
Equity	87,60,015	10	8,76,00,150	1

RESOLVED FURTHER THAT upon the split/sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the Face Value of Rs. 10/- each held in physical form, if any, shall be deemed to have been automatically cancelled with effect from the Record Date and the Board be and is hereby authorized to recall the same from the shareholders, if necessary, and to issue new shares certificates in lieu thereof, with regard to subdivided Equity Shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended), Articles of Association and other applicable regulations and in the case of the Equity Shares held in the dematerialized form, the sub-divided Equity Shares of the face value of Re. 1/-(Rupee One only) each, fully paid up, shall be credited to the respective beneficiary accounts of the



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members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the split/sub-division of the Equity Shares as aforesaid or for any matters connected therewith or incidental thereto.”

ITEM NO. 10

TO CONSIDER THE ALTERATION IN CAPITAL CLAUSE “V” OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, read with applicable Rules made there under (including amendments or re-enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter the Authorized Share Capital of the Company from existing INR 10,50,00,000/- (Rupees Ten Crore Fifty Lakh) divided into 1,05,00,000 (One Crore Five Lakh Only) Equity Shares of ₹10/- each to ₹30,00,00,000 (Rupees Thirty Crore) divided into 30,00,00,000 (Thirty Crore) Equity Shares of ₹1/- each (Rupees One Only) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

“V. The Authorized Share Capital of the Company is ₹30,00,00,000 (Rupees Thirty Crore) divided into 30,00,00,000 (Thirty Crore) Equity Shares of ₹1/- (Rupee One Only) each, with the power to increase or reduce the Capital of the Company and to divide the shares in the Capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company.”



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RESOLVED FURTHER THAT any director of the Company be and are hereby authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

**By Order of the Board
For New Light Apparels Limited**

Sd/-

Sandeep Makkad
Managing Director
DIN: 10700506

Date: 03/09/2024

Place: Delhi

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the above Special Business to be transacted at the AGM is annexed hereto.
2. All the processes, notes and instructions relating to remote e-voting and e-voting during the AGM as set out in the Notice of 29th AGM of the Company shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the Notice.



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

The following statement sets out all material facts relating to Special Businesses mentioned in the accompanying notice:

ITEM No. 6:

In order to improve the liquidity of companies share and to make it more affordable for small investors and also to get broad base of small investors, the Board of directors of the Company in their meeting held on 3rd September, 2024, have recommended to sub-divide (split) Company's 01(One) Equity share of face value of Rs. 10/-(rupees Ten Only) each into 10 (Ten) Equity Shares of Face Value of Rs. 01/- (Rupees One Only) each subject to the approval of members.

Along with it the Company proposes to raise funds through issue of Equity Share Capital and therefore it is deemed appropriate to increase the Authorized Share Capital of the Company from ₹10,50,00,000 (Rupees Ten Crore Fifty Lakh) to ₹30,00,00,000 (Rupees Thirty Crore). After acquiring shareholders approval and adhering to requisite statutory compliances, first effect shall be given to sub-division (split) of Company's 01(One) Equity share of face value of Rs. 10/-(rupees Ten Only) each into 10 (Ten) Equity Shares of Face Value of Rs. 01/- (Rupees One Only) each by filing Form SH-7 with ROC and simultaneously to the resolution for increase in the Authorized Share Capital of the Company from existing ₹10,50,00,000 (Rupees Ten Crore Fifty Lakh) divided into 1,05,00,000 (One Crore Five Lakh Only) Equity Shares of ₹10/- each to ₹30,00,00,000 (Rupees Thirty Crore) divided into 30,00,00,000 (Thirty Crore) Equity Shares of ₹1/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

Pursuant to section 61 of the Companies Act, 2013, the proposed increase in Authorized Capital and the consequential changes in Clause V of the Memorandum will require the approval of the Members of the Company.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 6 for approval by the members of the Company.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

ITEM No. 9:

In order to improve the liquidity of companies share and to make more affordable for small investors and also to broad base of small investors, the Board of directors of the Company in their meeting held on 3rd September, 2024, has recommended to sub-divided (split) Company's 01(One) Equity share of face value of Rs. 10/-(rupees Ten Only) each into 10 (Ten) Equity Shares of Face Value of Rs. 01/- (Rupees One Only) each subject to the approval of members. The Record date for the aforesaid sub-division of the equity shares shall be fixed by the Board of Directors.

Upon approval of shareholder for the sub-division of equity shares, in case the equity shares are held in physical form, the old share certificates of face value of Rs. 10/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of Rs. 01/- each, fully paid up, will be dispatched to the shareholders, and in case the equity shares are in dematerialized form, the sub-divided equity



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shares will be directly credited to the shareholder's demat account on record date, in lieu of their existing equity shares.

None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) is in any way whether financially or otherwise concerned or interested in the said resolution.

The Board recommends that the resolution set out at item no. 9 be passed as an **Ordinary Resolution**.

ITEM No. 10:

Alteration of the authorized capital clause to facilitate sub-division/stock and increase in authorized share capital of the company is as under:

Particulars	Pre-Sub-division		Post Sub-division	
	Shares	FV (Rs.)	Shares	FV (Rs.)
Authorized Share Capital				
Equity	1,05,00,000	10	10,50,00,000*	1
Issued, Subscribed and Paid-up Share Capital				
Equity	87,60,015	10	8,76,00,150	1

**if the resolution in item no. 6 for increase in the Authorized Share Capital is passed by the shareholders then the Post Sub-Division Authorized Share Capital will be read as Rs. 30,00,00,000 (Rupees Thirty Crore).*

Pursuant to the provision of section 13 and 61 of Companies Act, 2013 ("the Act") and any other applicable provision of the Act, if any, alteration of capital clause requires the approval of the members of the Company by way of passing ordinary resolution to that effect.

None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) is in any way whether financially or otherwise concerned or interested in the said resolution.

The Board recommends that the resolution set out at item no. 10 be passed as an **Ordinary Resolution**.

By Order of the Board
For New Light Apparels Limited

Sd/-
Sandeep Makkad
Managing Director
DIN: 10700506

Date: 03/09/2024
Place: Delhi