

NEW LIGHT APPARELS LIMITED

Regd. Office: GC-24, 1st FLOOR, SHIVAJI ENCLAVE, RAJA GARDEN, NEW DELHI-110027

Tel.: (91)-11-45613885

CIN: L74899DL1995PLC064005

Email Id: newlightapparels@gmail.com

Website: www.newlightapparels.com

NOTICE

NOTICE is hereby given that the 22ND ANNUAL GENERAL MEETING of **NEW LIGHT APPARELS LIMITED** will be held on Tuesday, 26th September 2017, at 11:00 A.M. at its Registered Office at GC-24, 1st FLOOR, SHIVAJI ENCLAVE, RAJA GARDEN, NEW DELHI-110027 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at **31st March, 2017**, the Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Gurcharan Makkad (DIN: 01689768) who retires by rotation and being eligible offers himself for re-election.
3. To appoint a Director in place of Mr. Sandeep Makkad (DIN: 01112423) who retires by rotation and being eligible offers himself for re-election.
4. To ratify the appointment of M/s. RAJAN MALIK & CO., Chartered Accountants, as the Statutory Auditor of the Company and fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules of the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, appointment of M/s. RAJAN MALIK & CO., Chartered Accountants (FRN 019859N) as Statutory Auditor of the Company, be and is hereby ratified from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting i.e. for carrying out Audit for financial year 2017-18 on such remuneration as may be agreed upon between the Board of Directors and the Statutory Auditors.”

SPECIAL BUSINESS:

5. TO RATIFY THE REVISION IN REMUNERATION OF MR. SANDEEP MAKKAD (DIN: 01112423), MANAGING DIRECTOR OF THE COMPANY.

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

RESOLVED THAT pursuant to the provisions of section 197 read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Including any statutory modification or re-enactment thereof), applicable clause of the Articles of Association of the Company, or any other law and as per recommendation by the Nomination and Remuneration Committee at its meeting held on 29th May, 2017, consent of the board be and is hereby accorded for revision in the remuneration of Mr. Sandeep Makkad (DIN: 01112423), Managing Director, of the Company, from Rs. 60000 per month to Rs. 150000 per month with effect from 01.04.2017 and no sitting fees will be paid to the Managing Director for attending meeting of the Board of Directors of the Company.

RESOLVED FUTHER THAT any of the director of the Company, be and is hereby authorised to file the resolution in the requisite E-form MGT-14 with the Registrar of Companies, NCT of Delhi & Haryana or to such other acts, deeds & things as may be deemed desirable in this regard.”

6. TO RATIFY THE REVISION IN REMUNERATION OF SH. GURCHARAN MAKKAD (DIN: 01689768), WHOLETIME DIRECTOR OF THE COMPANY.

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

RESOLVED THAT pursuant to the provisions of section 197 read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Including any statutory modification or re-enactment thereof), applicable clause of the Articles of Association of the Company, or any other law and as per recommendation by the Nomination and Remuneration Committee at its meeting held on 29th May, 2017, consent of the board be and is hereby accorded for revision in the remuneration of Sh. Gurcharan Makkad (DIN: 01689768), Whole time Director, of the Company, from Rs. 60000 per month to Rs. 150000 per month with effect from 01.04.2017 and no sitting fees will be paid to the Managing Director for attending meeting of the Board of Directors of the Company.

RESOLVED FUTHER THAT any of the director of the Company, be and is hereby authorised to file the resolution in the requisite E-form MGT-14 with the

Registrar of Companies, NCT of Delhi & Haryana or to such other acts, deeds & things as may be deemed desirable in this regard.”

7. TO RATIFY THE REVISION IN REMUNERATION OF MRS. MEETU MAKKAD (DIN: 01689785), WHOLETIME DIRECTOR OF THE COMPANY.

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

RESOLVED THAT pursuant to the provisions of section 197 read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Including any statutory modification or re-enactment thereof), applicable clause of the Articles of Association of the Company, or any other law and as per recommendation by the Nomination and Remuneration Committee at its meeting held on 29th May, 2017, consent of the board be and is hereby accorded for revision in the remuneration of Mrs. Meetu Makkad (DIN: 01689785), Whole Time Director, of the Company, from Rs. 60000 per month to Rs. 150000 per month with effect from 01.04.2017 and no sitting fees will be paid to the Managing Director for attending meeting of the Board of Directors of the Company.

RESOLVED FUTHER THAT any of the director of the Company, be and is hereby authorised to file the resolution in the requisite E-form MGT-14 with the Registrar of Companies, NCT of Delhi & Haryana or to such other acts, deeds & things as may be deemed desirable in this regard.”

By order of the Board
For **NEW LIGHT APPARELS LIMITED**

Place: New Delhi
Dated: 31.08.2017

Sd/-
SANDEEP MAKKAD
MANAGING DIRECTOR
DIN: 01112423

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER.**

THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED (IF APPLICABLE) AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.

PURSUANT TO THE PROVISION OF THE COMPANIES ACT, 2013 AND RULE MADE THEREUNDER , A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AGM.

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect of the businesses under Item Nos. 5 to 7 of the Notice, is annexed hereto.
3. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Duplicate attendance slip or copies of the Report and Accounts will not be made available at the AGM venue.
5. Members desirous of obtaining any information as regard to accounts of the Company are requested to write to the Company at least one week before the meeting, so that the information required will be made available at the 22nd Annual General Meeting.
6. Documents referred to in the accompanying Notice and the Explanatory statement are open for inspection at the registered Office at GC-24, 1st Floor, Shivaji Enclave, Raja Garden, New Delhi-110027 of the Company during normal business hours (10:00 a.m. to 5:00 p.m.) on all working days except Sundays (including Public holidays) up to the date of the declaration of the result of the 22nd Annual General Meeting of the Company.

7. The Register of Members and the Share Transfer Register of the Company will remain closed from Wednesday, 20th September 2017 to Tuesday, 26th September 2017 (both days inclusive) for the purpose of annual closing and AGM. The cut-off date for the purpose of 22nd Annual General Meeting is 19th September 2017.
8. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment and re-appointment at the 22nd Annual General Meeting, form integral part of the Notice. The Directors has furnished the requisite declaration/consent for his/ her appointment or re-appointment as required under The Companies Act, 2013 and Rules made there under.
9. For shares held in physical form any change in address may be intimated immediately to the Company's Compliance Officer by quoting the Folio number(s). However, for shares held in demat form, change in address, nomination, power of attorney etc. may be intimated directly to the member's DP.
10. Physical copies of the Notice and 22nd Annual Report for Financial Year 2016-17 are being sent to all the members in the permitted mode alongwith Attendance Slip and proxy form interalia indicating the process of E-Voting. Electronic copy of the Notice 22nd Annual Report for Financial Year 2016-17 is also being sent to all the members who's Email Ids are registered with the Company/Depository Participants (DP) for communication purposes. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
11. In terms of Section 72 of the Companies Act, 2013 and related rules there under, a Member of the Company may nominate a person on whom the Shares held by him/her vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/RTA in case shares are held in Physical Form, and to their respective depository participant, if held in electronic form.
12. As a measure of austerity, copies of Annual Report will not be distributed at 22nd Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
13. Pursuant to the requirements of Corporate Governance under Regulation- 27(2) of the **SEBI(Listing Obligations & Disclosure Requirements), Regulations, 2015** entered into with stock exchange (s), the brief particulars of all the Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board/Committees, shareholding and relationship between directors inter-se, are provided in the Director's Report forming part of the Annual Report. Their details are also provided in the explanatory statement to the notice annexed herewith is furnished in the statement of Corporate Governance and is a part of this Annual Report.

14. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website www.newlightapparels.com for their download.

The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communications, the shareholders may also send requests to the company's designated email id: newlightapparels@gmail.com. The Notice of AGM shall also be available on the website of CDSL viz. evoting@cDSL.co.in

15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agents, for consolidation into single folio

16. In terms of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, 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 the PAN to their respective Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.

17. In support of the Green Initiative announced by the Government of India and in terms of the Listing Agreement with the Stock Exchange(s), electronic copy of the Annual Report for the financial year 2016-17, along with the Notice of 22nd AGM, inter-alia, indicating the process and manner of e-voting, along with the attendance slip and proxy form are being sent to all the Members of the Company, whose e-mail-id is registered with Registrar and Share Transfer Agent or Depository Participant, unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail id, physical copies of Annual Report for the financial year 2016-17, along with the Notice of AGM, inter-alia, indicating the process and manner of e-voting, along with the attendance slip and proxy form are being sent by other permissible mode.

18. Members are requested to register/update their e-mail addresses for receiving all communications including Annual Reports, Notices, Circulars, etc., from the Company electronically.

19. Pursuant to the prohibition imposed vide Secretarial Standard on General Meeting (SS-2) issued by the ICSI and the MCA circular, no gifts/ coupons shall be distributed at the Meeting.

20. Appointment or Re-appointment of Director

The information, as required under the Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, in relation to the appointment or re-appointment of Directors is as under:

Name of the Directors	Gurcharan Makkad	Sandeep Makkad
Date of Birth	20.01.1945	12.12.1969
Date of Appointment on the Board of the Company	03.01.1995	03.01.1995
Qualification	Graduate	Graduate
Experience	51 Years	26 Years
Expertise in Functional Area	Marketing & Sales	Management
Directorship held in other Companies	NIL	NIL
Chairman/Member of the Committee(s) of the Board of Directors of the Company and other listed entities	NIL	2 (Chairman)
Number of shares held in the Company	847200	189800
Number of Board Meeting attended during the year	06	06
Relationship with other Directors, Manager and other Key Managerial Personnel	Related with Sandeep Makkad & Meetu Makkad	Related with Gurcharan Makkad & Meetu Makkad

21. In case, of joint holders attending the AGM, only such joint holder who is higher in order of names will be entitled to vote.

22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and related rules there under will be available for inspection by the members of the Company at the Registered Office of the company on all working days (Monday to Saturday) between 11:00 A.M. and 2:00 P.M. upto the date of AGM and will also be available for inspection at the venue of the AGM.

23. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrars and Share Transfer Agents of the Company M/s Beetal Financial & computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, behind Local Shopping Centre, New Delhi-110062, email id: beetalrta@gmail.com.
24. A route map showing directions to reach the venue of the 22nd Annual General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
25. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its members the facility of remote e-voting to exercise their right to vote at the 22nd Annual General Meeting.
26. The voting for the agenda items as mentioned in the Notice shall be done in the following manner:
- i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below during the e-voting period as mentioned below.
 - ii) At the venue of AGM, voting shall be done through ballot papers ("Ballot Paper") and the members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
 - iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

E-VOTING PROCESS

1. In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide Members a facility to exercise their right electronically through electronic voting service facility arranged by Central Depository Services [India] Limited (CDSL). The facility for voting through ballot paper will also be made available at AGM and members attending the AGM,

who have not already cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the notice.

- II. Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of the AGM. Voting at the venue of AGM shall be done through Ballot Papers and Members attending the AGM shall be able to exercise their voting rights at the meeting through Ballot Papers. After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot Papers. The Ballot Paper/s will be issued to the Shareholders /Proxy holders/ Authorized Representatives present at the AGM. The Shareholders may exercise their right of vote by tick marking as [√] against "FOR" or "AGAINST" as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM but shall not be entitled to cast their vote.
- IV. Mr. Parveen Rastogi, proprietor of M/s Parveen Rastogi & Co., Practicing Company Secretary (COP: 2883) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- V. E-voting period begins on Saturday 23/09/2017 10:00 am and ends on Monday 25/09/2017 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 19th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The manner and process of remote e-Voting are as under:
 - A. I. In case of members receiving e-mail:
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders.
 - (iii) 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.
 - (iv) Next enter the Image Verification as displayed and Click on Login.

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

(vi) If you are a first time user follow the steps given below:

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

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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.

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

- (x) Click on the EVSN for the relevant <New Light Apparels Limited> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as 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 mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- B. In case of members receiving the physical copy of Notice of 22nd Annual General meeting [for members whose e-mail IDs are not registered with the Company/Depository participant(s) or requesting physical copy]:
- m) Please follow all steps from Sr. No. (a) to Sr. No. (l) above, to cast vote.
- VIII. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication (s).
- IX. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 19th September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e, 19th September, 2017, may obtain the login ID and password by sending a request at evoting@cdsl.co.in or Registrar and Transfer Agent (RTA) of the Company.
- XI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Managing Director or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.newlightapparels.com under Investor Relations section and on the website of CDSL immediately after the declaration of result by the Managing Director or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.

- XII. Pursuant to the directions of the SEBI, trading in the shares of your Company is in compulsory de-materialized form. Members, who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the de-materialization account to the Company's RTA.

By Order of the Board
For NEW LIGHT APPARELS LIMITED

Place: New Delhi
Dated: 31.08.2017

Sd/-
SANDEEP MAKKAD
MANAGING DIRECTOR
DIN: 01112423

Explanatory Statement Pursuant To Section 102 of the Companies Act, 2013

Item No.5:

The Board of directors at their meeting held on 29.05.2017, subject to approval of members of the Company, has accorded its approval to revision in the remuneration of Mr. Sandeep Makkad, Managing Director of the company, for the remaining tenure of Managing Director. The same was approved by the Nomination and Remuneration Committee at its meeting held earlier that day and was recommended to the Board for its approval. While approving the revised remuneration of the Managing Director, the Nomination and Remuneration Committee considered various parameters which, inter alia, includes, the scale of operations of the Company and increased involvement of Managing Director for the overall growth of the Company with a view to ensure objectivity in determining the remuneration package as well as maintaining a balance between interest of the company and shareholders. The revision in remuneration of Managing Director was made with the view to make the same commensurate with their efforts given to and involvement in the Company by way of increasing monthly payment.

The executive directors are related party as per Section 2(76)(i) of the Companies Act, 2013. As per section 177(4)(iv) of the Companies Act, 2013 and amended terms of reference duly approved by the Board of the Company, the audit committee has to accord its approval to any related party transaction and accordingly the Audit Committee at its meeting held on 29.05.2017 discussed, approved and recommended the same agenda for the approval of the Board.

Pursuant to provisions of section 197 read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Including any statutory modification or re-enactment thereof), and applicable clauses of the Articles of Association of the Company, the above said revision in remuneration requires approval of members of the Company in a general meeting by way of ordinary resolution.

Except Mr. Sandeep Makkad, Sh. Gurcharan Makkad and Mrs. Meetu Makkad, None of the Directors, and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No 5 of the accompanying Notice.

Item No.6:

The Board of directors at their meeting held on 29.05.2017, subject to approval of members of the Company, has accorded its approval to revision in the remuneration of Sh. Gurcharan Makkad, Whole time Director of the company, for the remaining tenure of Whole time Director. The same was approved by the Nomination and Remuneration Committee at its meeting held earlier that day and was recommended to the Board for its approval. While approving the revised remuneration of the Whole time Director, the Nomination and Remuneration Committee considered various parameters which, inter

alia, includes, the scale of operations of the Company and increased involvement of Whole time Director for the overall growth of the Company with a view to ensure objectivity in determining the remuneration package as well as maintaining a balance between interest of the company and shareholders. The revision in remuneration of Whole time Director was made with the view to make the same commensurate with their efforts given to and involvement in the Company by way of increasing monthly payment.

The executive directors are related party as per Section 2(76)(i) of the Companies Act, 2013. As per section 177(4)(iv) of the Companies Act, 2013 and amended terms of reference duly approved by the Board of the Company, the audit committee has to accord its approval to any related party transaction and accordingly the Audit Committee at its meeting held on 29.05.2017 discussed, approved and recommended the same agenda for the approval of the Board.

Pursuant to provisions of section 197 read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Including any statutory modification or re-enactment thereof), and applicable clauses of the Articles of Association of the Company, the above said revision in remuneration requires approval of members of the Company in a general meeting by way of ordinary resolution.

Except Mr. Sandeep Makkad, Sh. Gurcharan Makkad and Mrs. Meetu Makkad, None of the Directors, and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No 5 of the accompanying Notice.

Item No.7:

The Board of directors at their meeting held on 29.05.2017, subject to approval of members of the Company, has accorded its approval to revision in the remuneration of Mrs. Meetu Makkad, Whole time Director of the company, for the remaining tenure of Whole time Director. The same was approved by the Nomination and Remuneration Committee at its meeting held earlier that day and was recommended to the Board for its approval. While approving the revised remuneration of the Whole time Director, the Nomination and Remuneration Committee considered various parameters which, inter alia, includes, the scale of operations of the Company and increased involvement of Whole time Director for the overall growth of the Company with a view to ensure objectivity in determining the remuneration package as well as maintaining a balance between interest of the company and shareholders. The revision in remuneration of Whole time Director was made with the view to make the same commensurate with their efforts given to and involvement in the Company by way of increasing monthly payment.

The executive directors are related party as per Section 2(76)(i) of the Companies Act, 2013. As per section 177(4)(iv) of the Companies Act, 2013 and amended terms of reference duly approved by the Board of the Company, the audit committee has to accord its approval to any related party transaction and accordingly the Audit Committee at its meeting held on 29.05.2017 discussed, approved and recommended the same agenda for the approval of the Board.

Pursuant to provisions of section 197 read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Including any statutory modification or re-enactment thereof), and applicable clauses of the Articles of Association of the Company, the above said revision in remuneration requires approval of members of the Company in a general meeting by way of ordinary resolution.

Except Mr. Sandeep Makkad, Sh. Gurcharan Makkad and Mrs. Meetu Makkad, None of the Directors, and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No 5 of the accompanying Notice.

By Order of the Board
For NEW LIGHT APPARELS LIMITED

Place: New Delhi
Dated: 31.08.2017

Sd/-
SANDEEP MAKKAD
MANAGING DIRECTOR
DIN: 01112423

NEW LIGHT APPARELS LIMITED

Regd. Office: GC-24, 1st FLOOR, SHIVAJI ENCLAVE, RAJA GARDEN, NEW DELHI-110027

Tel.: (91)-11-45613885

CIN: L74899DL1995PLC064005

Email Id: newlight.apparels@gmail.com

Website: www.newlightapparels.com

**FORM MGT-11
PROXY FORM**

[Pursuant to Section 105(6) of Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

22ND ANNUAL GENERAL MEETING, TUESDAY, SEPTEMBER 26, 2017

Name of the member(s)	:
Registered Address	:
E-mail id	:
Folio/DP ID-Client ID	:

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

1. Name : Address:
E-mail ID : Signature : or failing
him/her.
2. Name : Address:
E-mail ID : Signature : or failing
him/her.
3. Name : Address:
E-mail ID : Signature : or failing
him/her.
4. Name : Address:
E-mail ID : Signature : or failing
him/her.

As my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company to be held on Tuesday, 26th September, 2017 at 11:00 A.M at registered office at GC-24, 1st FLOOR, SHIVAJI ENCLAVE, RAJA GARDEN, NEW DELHI-110027 at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution	For	Against
	ORDINARY RESOLUTIONS		
1.	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31stMarch, 2017 , the Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Report of the Directors and Auditors thereon.		
2.	To appoint a Director in place of Sh. Gurcharan Makkad (DIN: 01689768) who retires by rotation and being eligible offers himself for re-election.		
3.	To appoint a Director in place of Mr. Sandeep Makkad (DIN: 01112423) who retires by rotation and being eligible offers himself for re-election.		
4.	To ratify the appointment of M/s. RAJAN MALIK & CO., Chartered Accountants, as the Statutory Auditor of the Company and fix their remuneration.		
	SPECIAL BUSINESS		
5.	To ratify the revision in remuneration of Mr. Sandeep Makkad (DIN: 01112423), Managing Director of the company.		
6.	To ratify the revision in remuneration of Sh. Gurcharan Makkad (DIN: 01689768), Wholetime Director of the Company.		
7.	To ratify the revision in remuneration of Mrs. Meetu Makkad (DIN: 01689785), Wholetime Director of the Company.		

Signed thisday.....2017

.....
Signature of shareholder
holder

.....
Signature of proxy

<p>Affix Revenue Stamp of Rs. 1/-</p>
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Note:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for or against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

NEW LIGHT APPARELS LIMITED

Regd. Office: GC-24, 1st FLOOR, SHIVAJI ENCLAVE, RAJA GARDEN, NEWDELHI-110027

Tel.: (91)-11-45613885

CIN: L74899DL1995PLC064005

Email Id: newlight.apparels@gmail.com

Website: www.newlightapparels.com

22ND ANNUAL GENERAL MEETING, TUESDAY, SEPTEMBER 26, 2017.

ATTENDANCE SLIP

I/we certify that I am member/proxy/authorized representative for the member of the Company.

I/we hereby confirm and record my/our presence at the 22nd Annual General Meeting of NEW LIGHT APPARELS LIMITED to be held on Tuesday, September 26, 2017, at 11.00 A.M. at the Registered Office of the company at **GC-24, 1st FLOOR, SHIVAJI ENCLAVE, RAJA GARDEN, NEWDELHI-110027**

Folio No.:	DP ID*:	Client ID*:
Full name and address of the Shareholder/Proxy Holder (in block letters)		
Joint Holder 1		
Joint Holder 2		
No. of Shares Held		

Signature of Shareholder/Proxy

Note: Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the premise.

*Applicable for shareholders holding shares in electronic form.

