

28TH ANNUAL REPORT



NEW LIGHT APPARELS LIMITED

CIN: L74899DL1995PLC064005

Regd. Office: GC-29, Basement, Shivaji Enclave, Raja Garden,
New Delhi-110027

Tel.:(91)-11-45613885

Email Id: newlight.apparels@gmail.com; **Website:** www.newlightapparels.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF NEW LIGHT APPARELS LIMITED WILL BE HELD ON SATURDAY, 30TH SEPTEMBER, 2023 AT 05:30 P.M. THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESSES:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Report of the Board of Directors and Auditors thereon.
2. To Re-appoint **Mr. Gurcharan Lal Makkad (DIN: 01689768)** as Director who retire by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary 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 reenactment thereof for the time being in force) and provisions of Article of Association of the Company, Consent of the Member of the Company be and is hereby accorded to appoint Ms. Shashi Makkad (DIN: 10304345) as a Director of the Company w.e.f. 30th September 2023.

4. To consider and if thought fit, to pass with or without modification, the following resolution as an 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), consent of the members be and are hereby accorded for the appointment of Ms. Shashi Makkad (DIN: 10304345), 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. 40,000/- (Rupees Forty Thousand only) 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 Ms. Shashi Makkad (DIN: 10304345), as Director, the remuneration and perquisites would be paid subject to the ceiling prescribed under Companies Act, 2013.

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.”

5. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution;

“RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lac only) divided into 35,00,000 (Thirty Five Lac Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 8, 00,00,000/- (Rupees Eight Crore) divided into 80,00,000 (Eighty Lac) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional Authorised Share Capital of Rs. 4,50,00,000 (Rupees Four Crore Fifty Lac) divided into 45,00,000 (Forty Five Lac) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari passu in all respect with the existing Shares of the Company.

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereto or reenactment thereof) and the rules framed there under, the consent of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The share capital of the company is Rs. 8,00,00,000/- (Rupees Eight Crore), divided into 80,00,000 Equity shares of Rs.10/- (rupees ten) each, with power to increase, modify and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions as may be determined under the provisions of the Companies Act 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Director(s) of the Company be and are hereby severally authorized to do all such act(s), deed(s), matter(s) and 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 document(s) as may be necessary for the purpose of giving effect to this resolution 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 interest of the Company and its shareholders.”

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

**Sd/-
Sandeep Makkad
(Managing Director)
DIN: 01112423**

**Date: 04/09/2023
Place: New Delhi**

NOTES

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting
2. In view of the outbreak of the COVID-19 pandemic, and pursuant to Circular dated May 5, 2022 read with Circulars dated May 5, 2020, April 13, 2020 and April 8, 2020 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and SEBI Circular dated May 13, 2022, and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 28th AGM of the Company is being conducted through VC/OAVM Facility, without physical presence of members at a common venue. The deemed venue for the 28th AGM shall be the Registered Office of the Company.
3. In terms of the MCA and SEBI Circular(s) as mentioned above, physical attendance of Members at the AGM and appointment of proxies has been dispensed with. Accordingly, the Attendance Slip, Proxy Form and Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of casting vote through remote e-voting prior to the AGM, participation in the 28th AGM through VC/OAVM facility and for electronic voting during the AGM.
4. Attendance of the Members participating in the 28th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In line with the Circulars of MCA and SEBI, the Notice of the 28th AGM along with Annual Report is being sent by e-mail to all members, whose e-mail IDs were registered with the Company. The said documents are available on the website of the Company at www.newlightapparels.com and on the website of Bombay Stock Exchange of India Limited at www.bseindia.com and BSE Limited at www.bseindia.com and also on the website of National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com.

The Company had published advertisements in newspapers to encourage shareholders, holding shares in physical and electronic form, to register/update their email IDs for receiving the Annual Report for the financial year 2022-23.

Those shareholders who have still not been able to update their e-mail IDs, may follow the process below for registration of e-mail IDs and procuring User IDs & Password for e-voting, on the resolutions set out in this Notice:-

- In case shares are held in Demat mode, please send an e-mail to newlightapparels@gmail.com quoting DP ID Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name of holder(s), scanned copy of client master list/demat account statement, PAN Card and Aadhaar Card.
 - In case shares are held in physical mode, please send an e-mail to newlightapparels@gmail.com quoting Folio No., Name, scanned copy of Share certificate (front & back), PAN Card and Aadhaar Card.
6. CS Sanjay Kumar Jha (CP no. 3749 and Membership no. 5076) from S. K. Jha & Associates, Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the votes cast by the shareholders in respect of items of business to be transacted at the 28th AGM, in a fair and transparent manner.

7. In compliance with provisions of Circulars of MCA and SEBI referred above, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings issued by ICSI, the Company is offering e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the Notice.

Those shareholders who do not opt to cast their vote through remote e-voting, may cast their vote through electronic voting system during the AGM. NSDL will be providing facility for remote e-Voting, participation in the 28th AGM through VC/OAVM and voting during the 28th AGM through electronic voting system. The remote e-voting period begins on **Wednesday, September 27, 2023 (09:00 hours) and ends on Friday, September 29, 2023 (17:00 hours)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Members may join the 28th AGM through VC/OAVM, which shall be kept open for the members on September 30, 2023 from 05.15 P.M. IST i.e., 15 minutes before the scheduled start time and the Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled start time, i.e., by 06.00 P.M. on date of AGM.

Please refer to detailed instructions for remote e-voting, attending the 28th AGM through VC/OAVM and electronic voting during the AGM, annexed to this Notice.

8. Brief resume of the Director seeking appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015} is annexed hereto and forms part of Notice.
9. Pursuant to Section 91 of the Companies Act, 2013 and regulation 42 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 25th, 2023 to Saturday, September 30th, 2023 (both days inclusive).
10. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Saturday, September 23rd, 2023 (the “cut off date”) only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the company as on the cut off date.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of the Companies (Management and Administration) Rules, 2014, the copy of Annual Report, Notice of the 28th Annual General Meeting, notice of E-Voting, etc. are being sent to the members whose Email Ids are registered with the Company/Depository Participants (DP)/Registrar and Transfer Agent (RTA) for communication purposes.
12. Members who have not registered their email 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.
13. In accordance with the “Green Initiative” the Company has been sending Annual Report/Notice of AGM in electronic mode to those Shareholders whose email ids are registered with the Company and/or the Depositor Participants. Directors are thankful to the Shareholders for actively participating in the Green Initiative.
14. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
15. The Scrutinizer shall, after the conclusion of the electronic voting during the AGM, assess the votes cast at the meeting through electronic voting system, thereafter unblock the votes cast through remote e-voting and make a consolidated Scrutinizer’s Report and submit the same to the Chairman of the Meeting.

16. The results of the voting indicating the number of votes cast in favour or against each of the Resolution(s), invalid votes and whether the Resolution(s) have been carried out or not, together with the Scrutinizer's Report, will be uploaded on the website of the Company (www.evoting.nsdl.com) and on NSDL website (www.evoting.nsdl.com) and will also be submitted to BSE Limited and National Stock Exchange of India Limited within the prescribed time. Further, the resolution(s), if passed by requisite majority, shall be deemed to be passed on the date of 28th AGM.

4. Voting through electronic means

I. The instructions for shareholders voting electronically are as under:

1. 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 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the Meeting.
2. 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.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.newlightapparels.com/TheNotice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 27th September, 2023 at 09:00 A.M and ends on 29th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23/09/2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2023 0.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 one-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 demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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. If you are not registered or IDeAS e-Services, option or register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 homepage 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat 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.co.in or call at toll free no.: 18001020990 and 1800224430
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 022-23058738 or 022-23058542-43

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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is Available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. 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 For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example 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 For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.

- c) How to retrieve your 'initial password'?
- i. 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'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- a) 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.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step1, 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
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.co.in.
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.co.in

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 e mail to newlightapparelslimited@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 newlightapparelslimited@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.co.in for procuring user id and password for e-voting by providing abovementioned 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 EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 to avoid last minute rush.
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.



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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 WiFi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at newlight.apparels@gmail.com. The same will be replied by the company suitably.

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

**Sd/-
Sandeep Makkad
(Managing Director)
DIN: 01112423**

**Place: New Delhi
Date: 04.09.2023**

ANNEXURE**Details of Whole Time Director Seeking Re-Appointment at the Forthcoming Annual General Meeting as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015**

Name of the Director	Mr. Gurcharan Lal Makkad (Whole Time Director)
DIN	01689768
Date of Birth	20/01/1945
Date of Appointment on the Board of the Company	03/01/1995
Brief Resume and Experience/Expertise	Mr. Gurcharan Lal Makkad is completed his graduation from Delhi University and he did his higher studies from London. He is experienced in leading and growing all sectors of a business to make it a dynamic and progressive organization
Disclosure of relationships between Directors inter-se	Mr. Gurucharan Makkad, Whole Time Director is F/o Mr. Sandeep Makkad (MD) and Father-in-Law of Mrs. Meetu Makkad (Proposed WTD)
Directorship held in other Companies	NIL
Chairman/Member of the Committee(s) of the Board of Directors of the Company and other listed entities.	Audit Committee :- NA Nomination & Remuneration Committee-NA Stakeholder Relationship Committee-NA
Number of Equity Shares held in the Company	2237 Equity Shares

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

**Sd/-
Sandeep Makkad
(Managing Director)
DIN: 01112423**

**Place: New Delhi
Date: 04.09.2023**

Explanatory Statement Pursuant to Section 102 of Companies Act, 2013 to the accompanying notice**Item No. 3**

Considering the vast experience of Ms. Shashi Makkad (DIN: 10304345) 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 Ms. Shashi Makkad (DIN: 10304345) 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 Ms. Shashi Makkad (DIN: 10304345) as a Director of the Company.

Mr. Gurcharan Lal Makkad (DIN: 01689768) and 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. 3.

Item No. 4

The Board of Directors of the Company at its meeting held on 04 September, 2023 Proposed the appointment of Ms. Shashi Makkad (DIN: 10053729), as Whole Time Director of the Company. Board of Director keeping in view of his vast experience, at its meeting held on 04th September, 2023, had appointed Ms. Shashi Makkad as a Whole Time Director for a period of 5 years w.e.f. 30th September, 2023 to 29th September, 2028, subject to approval of the members of the Company.

Pursuant to Sections 196, 197, 198 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 Ms. Shashi Makkad, requires approval of the Members by way of Special Resolution.

The Board commends the resolution for approval of Members by way of Special Resolution.

Mr. Gurcharan Lal Makkad (DIN: 01689768) and 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. 4.

28TH ANNUAL REPORT

Statement containing additional information as required in Schedule V of the Companies Act, 2013 – Ms. Shashi 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
	In 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 2022-2023, the Company made a Total Revenue including other income of Rs. 610.78 Lakh and Loss of (Rs. 52.09 Lakh) after Tax
	Foreign Investments or collaborations, if any	Not applicable

II. Information about the appointee:

	Background details	Mrs. Shashi Makkad, completed her graduation from Delhi University .She was a home maker till 1985, when she started garment knitting business with her husband Mr.G.L Makkad. She played a key role in administrative and development of designing department.
	Past remuneration	NIL
	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. 1
	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Ms. Shashi Makkad is comparable to that drawn by the peers in the similar 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	Ms. Shashi Makkad, Proposed Whole Time Director is W/o Mr. Gurucharan Makkad (DIN: 01689768) Whole Time Director and Mother of Mr. Sandeep Makkad (DIN: 01112423) Managing Director.

III. Other Information:

1	Reasons of loss or inadequate profits	Lack of Cash Flow in the Company
2	Steps taken or proposed to be taken for improvement	<p>The Company has adopted the following measures to improve the profitability:</p> <ul style="list-style-type: none"> • Modernisation 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 <p>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.</p>
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 Whole Time Director Seeking Appointment at the Forth coming Annual General Meeting as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015

Name of the Director	Ms. Shashi Makkad (Whole Time Director)
DIN	10304345
Date of Birth	09/10/1950
Date of Appointment on the Board of the Company	30/09/2023
Brief Resume and Experience/Expertise	Mrs. Shashi Makkad, completed her graduation from Delhi University .She was a home maker till 1985, when she started garment knitting business with her husband Mr.G.L Makkad. She played a key role in administrative and development of designing department.
Disclosure of relationships between Directors inter-se	Ms. Shashi Makkad, Proposed Whole Time Director is W/o Mr. Gurucharan Makkad (DIN: 01689768) Whole Time Director and Mother of Mr. Sandeep Makkad (DIN: 01112423) Managing Director.
Directorship held in other Companies	NIL
Chairman/Member of the Committee(s) of the Board of Directors of the Company and other listed entities.	Audit Committee- NIL Nomination & Remuneration Committee-NIL Stakeholder Relationship Committee- NIL
Number of Equity Shares held in the Company	NIL

Item No. 5

In order to meet future business opportunities and to expand the current business operation of the Company, it is proposed to increase the current Authorized Share Capital of the Company by creating additional Authorised Share Capital of Rs. 4,50,00,000 (Rupees Four Crore Fifty Lac) divided into 45,00,000 (Forty Five Lac) Equity Shares of Rs. 10/- (Rupees Ten only) each. The present Authorized Share Capital of the Company is Rs. 8,00,00,000/- (Rupees Eight Crore) divided into 80,00,000 (Eighty Lac) Equity Shares of Rs. 10/- (Rupees Ten only) each.

A copy of the draft Memorandum of Association of the Company with proposed changes in Clause V can be inspected at the registered office of the Company during the business hours.

The Board of Directors commends these resolutions for adoption by the Members by way of Ordinary Resolutions.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out at Item No.5 of the Notice.

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

Sd/-
Sandeep Makkad
(Managing Director)
DIN: 01112423

Place: New Delhi
Date: 04.09.2023