

**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](mailto:newlight.apparels@gmail.com)

Website: [www.newlightapp.com](http://www.newlightapp.com)

**NOTICE**

NOTICE is hereby given that the 21<sup>ST</sup> ANNUAL GENERAL MEETING of **NEW LIGHT APPARELS LIMITED** will be held on Friday, 30<sup>th</sup> September 2016, 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 **31<sup>st</sup> March, 2016**, 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 Mrs. Meetu Makkad (DIN: 01689785) who retires by rotation and being eligible offers herself for re-election.
4. To ratify the appointment of Auditors and fix their remuneration and in this regard 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 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the 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 on such remuneration as may be agreed upon between the Board of Directors and the Statutory Auditors.”

**SPECIAL BUSINESS:**

5. **REGULARISATION OF MRS. RISHITA SETHI (DIN: 07440683) AS DIRECTOR AND APPOINTED AS INDEPENDENT DIRECTOR.**

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 Sections 149, 150, and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 the Companies ( Appointment and Qualification of Directors )Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Rishita Sethi (holding DIN-07440683), Additional Director of the Company, who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on February 26, 2016 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from February 26, 2016 and the term shall not be subject to retire by rotation.”

**6. REGULARISATION OF MRS. SUDESH KATYAL (DIN: 07440878 ) AS DIRECTOR AND APPOINTED AS INDEPENDENT DIRECTOR.**

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 Sections 149, 150, and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 the Companies ( Appointment and Qualification of Directors )Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Sudesh Katyal (holding DIN-07440878), Additional Director of the Company, who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on February 26, 2016 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from February 26, 2016 and the term shall not be subject to retire by rotation.”

**7. REGULARISATION OF MR. SUNIL GROVER (DIN: 07440521) AS DIRECTOR AND INDEPENDENT DIRECTOR.**

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 Sections 149, 150, and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 the Companies ( Appointment and Qualification of Directors )Rules, 2014(including any statutory modification(s) or re-enactment thereof for the time being in force), 2013 Mr. Sunil Grover (holding DIN-07440521), Additional Director of the Company, who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on February 26, 2016 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from February 26, 2016 and the term shall not be subject to retire by rotation.”

**8. RE-APPOINTMENT OF SH. GURCHARAN MAKKAD (DIN: 01689768) AS 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 recommendations of the Nomination and Remuneration Committee and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, and applicable provisions of the Articles of Association and subject to approval of the members of the Company be and is hereby accorded to the re-appointment of Sh. Gurcharan Makkad (DIN: 01689768), as Whole Time Director of the Company for a period of 5 ( Five ) years from 10th August, 2016 to 9th August, 2021 and payment of remuneration for the aforesaid period on the terms and conditions as approved by Nomination and Remuneration Committee in its Meeting.

**RESOLVED FURTHER THAT** the remuneration payable to Sh. Gurcharan Makkad, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** Mr. Sandeep Makkad Managing Director of the Company, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution.”

**9. RE-APPOINTMENT OF MRS. MEETU MAKKAD (DIN: 01689785) AS WHOLE TIME DIRECTOR 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 recommendations of the Nomination and Remuneration Committee and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, and applicable provisions of the Articles of Association and subject to approval of the members of the Company be and is hereby accorded to the re-appointment of Mrs. Meetu Makkad (DIN: 01689785), as Whole Time Director of the Company for a period of 5 ( Five ) years from 10th August, 2016 to 9th August, 2021 and payment of remuneration for the aforesaid period on the terms and conditions as approved by Nomination and Remuneration Committee in its Meeting.

**RESOLVED FURTHER THAT** the remuneration payable to Mrs. Meetu Makkad, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** Mr. Sandeep Makkad Managing Director of the Company, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution.”

**10. CHANGE OF DESIGNATION OF MR. SANDEEP MAKKAD (DIN: 01112423) AND APPOINTMENT AS MANAGING DIRECTOR 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** in order to comply with the provisions of appointment of Key Managerial Personnel under Section 203 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 & pursuant to the provisions of Section 196 & 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s), modification(s), or re-enactment (s) thereof for the time being in force), and applicable provisions of the Articles of Association and subject to the approval of the members of the Company be and is hereby accorded to change the designation of Mr. Sandeep Makkad [DIN: 01112423] from whole time Director to Managing Director of the Company with effect from 10th August, 2016, whose office as liable to retire by rotation, and on such terms & conditions as may be mutually agreed upon between the Board and Managing Director of the Company.”

RESOLVED FURTHER THAT Mrs. Meetu Makkad Whole-time Director of the Company, be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the aforesaid resolution.”

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

**Place: New Delhi**  
**Dated: 05.09.2016**

**Sd/-**  
**SANDEEP MAKKAD**  
**MANAGING DIRECTOR**  
**DIN: 01112423**

## NOTES

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect of the businesses under Item Nos. 4 to 9 of the Notice, is annexed hereto.
2. **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.**

The instrument appointment proxy (a proxy form), in order to be effective, must be received at the office of the Company's Registrar and Share Transfer Agent M/s Beetal Financial & computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, behind Local Shopping Centre, New Delhi-110062 not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed and can also be downloaded from the website of the company.

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

3. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. 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 21<sup>st</sup> Annual General Meeting.
5. Documents referred to in the accompanying Notice and the Explanatory statement are open for inspection at the registered Office of the Company during normal business hours (09:00 a.m. to 5:30 p.m.) on all working days except Sundays (including Public holidays) up to the date of the declaration of the result of the 21<sup>st</sup> Annual General Meeting of the Company.
6. . The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 24<sup>th</sup> September 2016 to Friday, 30<sup>th</sup> September 2016 (both days inclusive) for the purpose of annual closing and AGM. The cut off date for the purpose of AGM is 23<sup>rd</sup> September 2016.

7. 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 21<sup>st</sup> 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.
8. 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.
9. Physical copies of the Notice and 21<sup>st</sup> Annual Report for 2016 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 and Annual Report for 2016 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.
10. Members/Proxies are requested to bring the attendance slip duly filed in.
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 21<sup>st</sup> 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 appointed or 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 21<sup>st</sup> Annual General Meeting and the

Annual Report for 2016 will also be available on the Company's website [www.newlightapp.com](http://www.newlightapp.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: [newlight.apparels@gmail.com](mailto:newlight.apparels@gmail.com)

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 2015-16, along with the Notice of 21st 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-mailid, physical copies of Annual Report for the financial year 2015-16, 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	Meetu Makkad	Sudesh Katyal	Sunil Grover	Rishita Sethi
Date of Birth	20.01.1945	12.12.1969	02.01.1971	28.02.1942	19.03.58	19.05.1975
Date of Appointment on the Board of the Company	03.01.1995	03.01.1995	30.10.2006	26.02.2016	26.02.2016	26.02.2016
Qualification	Graduate	Graduate	Graduate	Graduate	Graduate	Graduate
Experience	50 Years	25 Years	15 Years	15 Years	30 Years	10 Years
Expertise in Functional Area	Marketing & Sales	Management	Designing	Designing	Marketing	Designing
Directorship held in other Companies	NIL	1	NIL	NIL	NIL	NIL
Chairman/Member of the Committee(s) of the Board of Directors of the Company and other listed entities	NIL	1 (Chairman)	NIL	2 (Chairman)	3 (Member)	3 (Member)
Number of shares held in the Company	847200	189800	4600	NIL	NIL	NIL
Number of Board Meeting attended during the year	11	11	11	04	04	04
Relationship with other Directors, Manager and other Key Managerial Personnel	Related with Sandeep Makkad & Meetu Makkad	Related with Gurcharan Makkad & Meetu Makkad	Related with Sandeep Makkad & Gurcharan Makkad	NO	NO	NO

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 A.M. and 2 P.M. upto the date of AGM and will also be available for inspection at the venue of the AGM.
23. Members who wish to seek any information on the financial statements of the Company or have any query(ies) relating thereto may write to the Company [newlight.apparels@gmail.com](mailto:newlight.apparels@gmail.com) at an early date to enable the management to keep the information ready.
24. 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.
25. In compliance with Section 108 of the Companies Act, 2013 and relevant rules there under, the Company is also required to conduct the voting process electronically. The business to be transacted at the AGM may be transacted through electronic voting.

#### E-VOTING PROCESS

- i. 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 casted their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to casted 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 Tuesday 27/09/2016 10:00 am and ends on Thursday 29/09/2016 5:00 pm. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, 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:
- a) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b) Click on “Shareholders” tab to cast your votes.
- c) Now, select the Electronic Voting Sequence Number (“EVSN”) along with “New Light Apparels Limited” from the drop down menu and click on “SUBMIT”.
- d) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and have casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- e) Now, fill up the following details in the appropriate boxes:

User ID	For shareholders holding shares in Demat form:- a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID b) For CDSL: 16 digits beneficiary ID . c) For shareholders holding shares in Physical Form: Folio Number registered with the Company.
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PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders holding shares in demat mode as well as shareholders holding shares in physical mode)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default character: <NEWLIGHT\_\_\_\_>. After entering these details appropriately, click on “SUBMIT” tab

# Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the No. Of shares held by you as on (relevant date) in the Dividend Bank details field.

- f) After entering these details appropriately, click on “SUBMIT” tab.
- g) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& \*). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- h) Click on the relevant EVSN on which you choose to vote.
- i) 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.
- j) Click on the “Resolutions File Link” if you wish to view all the Resolutions.

k) 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.

l) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

**B. In case of members receiving the physical copy of Notice of 21<sup>st</sup> 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.

n) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are requested to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

VII. ("FAQs In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions") and e-voting manual available at [www.evotingindia.com.in](http://www.evotingindia.com.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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, 2016.

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, 2016, may obtain the login ID and password by sending a request at [evoting@cdsl.co.in](mailto: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.newlightapp.com](http://www.newlightapp.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: 05.09.2016

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, on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Rishita Sethi (DIN:07440683) as an Additional Directors of the Company in the capacity of Independent Directors with effect from February 26, 2016 pursuant to Section 149, 152 & 161 of the Companies Act 2013 to hold office up to February 25, 2021.

Mrs. Rishita Sethi has given declarations to the Board of Directors of the Company that she meets the criteria of Independence as required under Section 149(6) of the Companies Act, 2013. Mrs. Rishita Sethi does not hold by herself or for any other person on a beneficial basis, any shares in the Company. In the opinion of the Board of Directors, she fulfills the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as an Independent Directors of the Company. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from a member proposing the candidature of Mrs. Rishita Sethi for appointment as an Independent Director as per the provisions of sections 149 and 152 of the Companies Act, 2013.

Except Mrs. Rishita Sethi, being appointee or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 5. The Board of Directors recommends the resolution at Item No. 5 for approval of the Members.

### **Item No.6:**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Sudesh Katyal (DIN:07440878) as an Additional Directors of the Company in the capacity of Independent Directors with effect from February 26, 2016 pursuant to Section 149, 152 & 161 of the Companies Act 2013 to hold office up to February 25, 2021.

Mrs. Sudesh Katyal has given declarations to the Board of Directors of the Company that she meets the criteria of Independence as required under Section 149(6) of the Companies Act, 2013. Mrs. Sudesh Katyal does not hold by herself or for any other person on a beneficial basis, any shares in the Company. In the opinion of the Board of Directors, she fulfills the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as an Independent Directors of the Company. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from a member proposing the candidature of Mrs. Sudesh Katyal for appointment as an Independent Director as per the provisions of sections 149 and 152 of the Companies Act, 2013.

Except Mrs. Sudesh Katyal, being appointee or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 6. The Board of Directors recommends the resolution at Item No. 6 for approval of the Members.

**Item No.7:**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Sunil Grover as an Additional Directors of the Company in the capacity of Independent Directors with effect from February 26, 2016 pursuant to Section 149, 152 & 161 of the Companies Act 2013 to hold office up to February 25, 2021.

Mr. Sunil Grover has given declarations to the Board of Directors of the Company that he meets the criteria of Independence as required under Section 149(6) of the Companies Act, 2013. Mr. Sunil Grover does not hold by himself or for any other person on a beneficial basis, any shares in the Company. In the opinion of the Board of Directors, he fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Directors of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

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. Sunil Grover for appointment as an Independent Director as per the provisions of sections 149 and 152 of the Companies Act, 2013.

Except Mr. Sunil Grover, being appointee or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 7. The Board of Directors recommends the resolution at Item No. 7 for approval of the Members.

**Item No.8:**

As per the requirement of the Schedule V Part I (c) of the Companies Act, 2013 if a Managing or Whole Time Director has attained the age of 70 years then his appointment/continuation needs to be approved by a special resolution passed by the Company in General Meeting otherwise Central Government approval is required.

Sh. Gurcharan Makkad, (DIN: 01689768) has attained the age of 70 years in January, 2016. Your directors in their meeting held on 10<sup>th</sup> August, 2016 have approved his continuation as Whole Time Director and recommended the above resolution for approval of the Shareholders as a Special Resolution.



Except Sh. Gurcharan Makkad, Mr. Sandeep Makkad, and Mrs. Meetu Makkad no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

**Brief Terms of Re-appointment of Sh. Gurcharan Makkad as Whole Time Director (WTD):**

- 1) The re-appointment of Sh. Gurcharan Makkadas WTD is for a period of five years w.e.f from August 10, 2016. Sh. Gurcharan Makkad will be a Member of the Board of Directors of the Company entrusted with substantial powers of management having total control on general conduct and management of the business affairs of the Company.
- 2) Sh. Gurcharan Makkad shall perform such duties and responsibilities as may be entrusted to him from time to time subject to the superintendence and control of the Board of Directors of the Company.
- 3) Basic Salary: Rs. 720000/- (rupees Seven lac Twenty thousand only) per annum with such increments as the Board may decide from time to time.
- 4) No sitting fee shall be paid to Sh. Gurcharan Makkadas Whole Time Director for attending the meetings of the Board of Directors or any Committee/s thereof.
- 5) The employment agreement entered into with Sh. Gurcharan Makkad can be terminated for convenience either by the company or Sh. Gurcharan Makkad by way of notice of one year to the other party.
- 6) Shareholding - Sh. Gurcharan Makkad holds 847200 equity shares of `Rs. 10/- each, amounting to 26.06% of shareholding of the Company as on March 31, 2016. There are no outstanding Stock options to Sh. Gurcharan Makkad as on March 31, 2016.
- 7) Subject to the applicable provisions of the Companies Act, 2013, Income Tax Act and any other applicable regulations, the remuneration payable to Sh. Gurcharan Makkad will be as decided by Board of Directors in consultation with Nomination and Remuneration Committee.

**Item No.9:**

The Board of Directors at its meeting held on August 10, 2016 has re-appointed Mrs. Meetu Makkad as Whole Time Director of the Company for a period five years with effect from August 10, 2016 as per the applicable provisions of the Companies Act, 2013, including any Schedules and the relevant Rules thereof. This re-appointment as Whole Time Director is subject to the approval of the Members at the 21<sup>st</sup>AGM of the Company and any other regulatory approvals, if applicable.

**Brief Terms of Re-appointment of Mrs. Meetu Makkad as Whole Time Director (WTD):**

- 1) The re-appointment of Mrs. Meetu Makkad as WTD is for a period of five years w.e.f from August 10, 2016. Mrs. Meetu Makkad will be a Member of the Board of Directors of the Company entrusted with substantial powers of management having total control on general conduct and management of the business affairs of the Company.
- 2) Mrs. Meetu Makkad shall perform such duties and responsibilities as may be entrusted to her from time to time subject to the superintendence and control of the Board of Directors of the Company.
- 3) Basic Salary: Rs. 720000/- (rupees Seven lac Twenty thousand only) per annum with such increments as the Board may decide from time to time.
- 4) No sitting fee shall be paid to Mrs. Meetu Makkad as Whole Time Director for attending the meetings of the Board of Directors or any Committee/s thereof.
- 5) The employment agreement entered into with Mrs. Meetu Makkad can be terminated for convenience either by the company or Mrs. Meetu Makkad by way of notice of one year to the other party.
- 6) Shareholding - Mrs. Meetu Makkad holds 4600 equity shares of ` Rs. 10/- each, amounting to 0.14% of shareholding of the Company as on March 31, 2016. There are no outstanding Stock options to Mrs. Meetu Makkad as on March 31, 2016.
- 7) Subject to the applicable provisions of the Companies Act, 2013, Income Tax Act and any other applicable regulations, the remuneration payable to Mrs. Meetu Makkad will be as decided by Board of Directors in consultation with Nomination and Remuneration Committee.

**Item No.10:**

Mr. Sandeep Makkad was appointed as whole time director of the Company with effect from 01.04.2010. It is proposed to change his designation to Managing Director.

According to Section 196 of the Companies Act, 2013, Managing Director is to be appointed by the members of the Company for a term not exceeding five Years. The Board of Director have, subject to the approval of the shareholders, appointed Mr. Sandeep Makkad as Managing Director of the Company with Effect form 10.08.2016 for a period of 5 years on the remuneration, terms and conditions recommended by the nomination & remuneration committee.

Except Mr. Sandeep Makkad, Sh. Gurcharan Makkad , and Mrs. Meetu Makkad no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

**Brief Terms of Appointment of Mr. Sandeep Makkad as Managing Director (MD):**

- 1) The appointment of Mr. Sandeep Makkad as Managing Director is for a period of five years w.e.f from August 10, 2016. Mr. Sandeep Makkad will be a Member of the Board of Directors of the Company entrusted with substantial powers of management having total control on general conduct and management of the business affairs of the Company.
- 2) Mr. Sandeep Makkad shall perform such duties and responsibilities as may be entrusted to him from time to time subject to the superintendence and control of the Board of Directors of the Company.
- 3) Basic Salary: Rs. 720000/- (rupees Seven lac Twenty thousand only) per annum with such increments as the Board may decide from time to time.
- 4) No sitting fee shall be paid to Mr. Sandeep Makkad as Managing Director for attending the meetings of the Board of Directors or any Committee/s thereof.
- 5) The employment agreement entered into with Mr. Sandeep Makkad can be terminated for convenience either by the company or Mr. Sandeep Makkad by way of notice of one year to the other party.
- 6) Shareholding - Mr. Sandeep Makkad holds 189800 equity shares of ` Rs. 10/- each, amounting to 05.84% of shareholding of the Company as on March 31, 2016. There are no outstanding Stock options to Mr. Sandeep Makkad as on March 31, 2016.
- 7) Subject to the applicable provisions of the Companies Act, 2013, Income Tax Act and any other applicable regulations, the remuneration payable to Mr. Sandeep

Makkad will be as decided by Board of Directors in consultation with Nomination and Remuneration Committee.

By Order of the Board  
For NEW LIGHT APPARELS LIMITED

Place: New Delhi  
Dated: 05.09.2016

Sd/-  
SANDEEP MAKKAD  
MANAGING DIRECTOR  
DIN: 01112423