



NewLight[®]
Apparels Limited

LEADING MANUFACTURERS AND EXPORTERS

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

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 01st Extra-Ordinary General Meeting (01/2023-2024) (hereinafter known as 'EGM') of the members of **NEW LIGHT APPARELS LTD.** will be held on Tuesday, 05th day of March, 2024 at 02:00 P.M at Registered Office of the Company situated at GC-29, Basement, Shivaji Enclave, Raja Garden, New Delhi-110027 to transact the following business:

SPECIAL BUSINESS:

ITEM No. 1: INCREASE IN THE AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 Sections 4, 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the applicable rules of the Companies (Share Capital and Debentures) Rules, 2014 ('the Rules') (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company and on the recommendation of the Board of Directors of the Company the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Authorized Share Capital of Rs. 3,50,00,000 (Rupees Three Crore Fifty Lakh only) divided into 35,00,000/- (Thirty-Five Lakhs) Equity shares of Rs. 10/- (Rupees Ten) each to Rs 10,50,00,000/- (Rupees Ten Crores and Fifty Lakhs Only) divided into 1,05,00,000 (One crore Five Lakhs) Shares of Face Value of Rs 10/- (Rupee Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

'V. The Authorized Share Capital of the Company is Rs 10,50,00,000/- (Rupees Ten Crores and Fifty Lakhs Only) divided into 1,05,00,000 (One crore Five Lakhs) Shares of Face Value of Rs 10/- (Rupees Ten Only) each, with the power to increase or reduce the Capital of the Company and to divide the shares in the Capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company.'

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel's (KMP's) of the Company, be and are hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the aforesaid resolution."



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ITEM NO. 2: TO CONSIDER AND APPROVE THE CONVERSION OF LOAN TAKEN FROM THE PROMOTERS OF THE COMPANY WITH AN OPTION TO CONVERT INTO SHARES

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

“RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force) and any applicable rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to convert the Loan of Rs. 74,54,500/- (Rupees Seventy-Four Lakhs Fifty-Four Thousand and Five Hundred Only) (‘the Principal Loan Amount’) borrowed from the promoters of the company named below (‘The Lender’), with an option to convert the same (including the outstanding interest of the Principal Loan Amount) into fully paid up Equity Shares of the Company, on such terms and conditions as may be stipulated in the Loan agreement along with the Addendum to Loan Agreement as agreed between the Company and the Lender and subject to the applicable laws. The lenders to whom equity shares are being issued is named below:

Sr. No.	Name of Proposed Allottees	Existing Category	Status	Amount of Loan	No. of Equity Shares to be allotted
1.	Sandeep Makkad	Promoter	Individual	17,00,000	1,00,000
2.	Meetu Makkad	Promoter	Individual	17,00,000	1,00,000
3.	Gurucharan Lal Makkad	Promoter	Individual	10,13,625	59,625
4.	Shashi Makkad	Promoter	Individual	10,13,625	59,625
5.	Akaanksha Makkad	Promoter	Individual	10,13,625	59,625
6.	Prateek Makkad	Promoter	Individual	10,13,625	59,625

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to approve the terms and conditions w.r.t. conversion of loan into shares as mentioned in the Revised Loan Agreement dated 25th January, 2024 superseding the earlier agreement entered between the parties.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender arising from or incidental to the terms of the Loan agreement.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.”



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ITEM NO. 03: ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62 and other applicable provisions, if any of the Companies Act, 2013 (the “Act”) read with rules framed thereunder (including any statutory modification(s), amendments thereto or re-enactments thereof for the time being in force), and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended (“SEBI SAST Regulations”), the provisions of the Memorandum of Association and Articles of Association of the Company, and other rules / regulations/ guidelines, if any, prescribed by the Ministry of Corporate Affairs, Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Stock Exchanges and/or any other Statutory / Regulatory Authority and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members be and is hereby accorded to create, issue and allot on preferential basis in one or more tranches, at such time or times as the Board may in its absolute discretion thinks fit of Rs. 9,56,38,345 i.e., 51,87,285 equity shares of face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 17/- (Rupees Seventeen only) per share (‘Equity Share Price’) (including Rs. 7/- premium), and 4,38,500 equity shares of face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 17/- (Rupees Seventeen only) per share (‘Equity Share Price’) (including Rs. 7/- premium) upon the conversion of unsecured loan of Rs. 74,54,500/- (Rupees Seventy-four Lakh Fifty-four Thousand Five Hundred Only) outstanding as on date in the name of promoters of the company i.e., Proposed allottees, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit to the following allottees:

Sr. No.	Name of Proposed Allotees	Existing Category	Status	No. of Equity Shares	Consideration
1.	Aryan Mittal	Public	Individual	5,00,000	85,00,000
2.	Manish Mittal	Public	Individual	5,00,000	85,00,000
3.	Manish Mittal(HUF)	Public	HUF	2,89,609	49,23,353
4.	Deepika Mittal	Public	Individual	4,00,000	68,00,000
5.	Akshat Mittal	Public	Individual	2,00,000	34,00,000
6.	Sushila Mittal	Public	Individual	2,00,000	34,00,000
7.	Krishan Kumar Mittal	Public	Individual	81,000	13,77,000
8.	Ashok Kaushik	Public	Individual	50,000	8,50,000



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9.	Nishant Goyal	Public	Individual	50,000	8,50,000
10.	Rajeev Anand	Public	Individual	50,000	8,50,000
11.	Ranchit Singh	Public	Individual	50,000	8,50,000
12.	Manoj Agrawal	Public	Individual	6,50,000	1,10,50,000
13.	Shikha Agrawal	Public	Individual	6,50,000	1,10,50,000
14.	Manoj Agrawal(HUF)	Public	HUF	8,70,608	1,48,00,336
15.	Saket Gupta	Public	Individual	50,000	8,50,000
16.	Murli Janki & Sons	Public	Partnership Firm	50,000	8,50,000
17.	Rajat Salhotra	Public	Individual	5,46,068	92,83,156
18.	Sandeep Makkad	Promoter	Individual	1,00,000	17,00,000
19.	Meetu Makkad	Promoter	Individual	1,00,000	17,00,000
20.	Gurucharan Lal Makkad	Promoter	Individual	59,625	10,13,625
21.	Shashi Makkad	Promoter	Individual	59,625	10,13,625
22.	Akaanksha Makkad	Promoter	Individual	59,625	10,13,625
23.	Prateek Makkad	Promoter	Individual	59,625	10,13,625

RESOLVED FURTHER THAT in accordance with SEBI ICDR Regulations, the 'Relevant Date' for determination of the issue price of Equity Shares, shall be, 03rd February, 2024 being the date 30 (Thirty) days prior to the meeting of members of the Company which is to be held to consider the Preferential Issue of equity shares and the issue price determined in accordance with SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued offered and allotted be in dematerialized form.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to be allotted under the Preferential Allotment shall be subject to the terms and conditions as per details contained in the statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the said equity shares shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said equity shares is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the Equity Shares allotted shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations relating to Preferential Issues.



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RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Equity Shares and listing of Equity Shares at the Stock Exchanges as per the terms and conditions of SEBI LODR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of Equity Shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of abovementioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized Committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) and to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto and also to seek listing of such equity shares on BSE where the shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any Governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."



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ITEM NO. 4: ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY TO THE PUBLIC ON PREFERENTIAL BASIS:

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

“RESOLVED THAT pursuant to Sections 23(1)(b), 62(1)(c), read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) the listing agreements entered into by the Company with the BSE Limited (“Stock Exchanges”) on which the Equity Shares of the Company having face value of Rs.10/- (Ten) each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot on a preferential basis, from time to time, in one or more tranches, up to 9,38,000 (Nine Lakhs and Thirty-Eight Thousand) Share Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs. 7/- each ((hereinafter referred to as “Warrants”) to the person belonging to Non- Promoter group, on such terms and conditions as may be deemed appropriate by the Board to

S.No.	Name of Proposed Allottee	Category	No. of warrants proposed to be allotted
1.	Kanchan Saraogi	Public	4,69,000
2.	Rakesh Khanna	Public	50,000
3.	Pratham Aggarwal	Public	1,00,000
4.	Monika Aggarwal	Public	69,000
5.	Amit Gupta	Public	50,000
6.	Neha Mahajan	Public	50,000
7.	Krish Basoya	Public	50,000
8.	Kamal Arora	Public	50,000
9.	Sunil Kumar Garg	Public	50,000

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at a price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws in this respect.

RESOLVED FURTHER THAT in accordance with SEBI ICDR Regulations, the 'Relevant Date' for determination of the issue price of Equity Shares resulting from the exercise of the option under the Warrants, shall be, 03rd February, 2024 being the date 30 (Thirty) days prior to the meeting of members of the Company is to be held to consider the Preferential Issue of Equity Shares resulting from the exercise of the option under the Warrants and the issue price determined in accordance with SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- i) An amount equivalent to 25% of the issue price of Warrants shall be payable at the time of making the application for the allotment of Warrants.
- ii) Balance exercise price i.e. 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants.
- iii) The Warrants shall be exercised by the Warrant Holder at any time before the expiry of 3 months from the date of allotment of the Warrants.
- iv) In the event the Warrant Holder does not exercise the Warrants within 3 (Three) months from the date of payment of consideration, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- v) The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder;
- vi) The Company shall procure that within 30 (Thirty) days of the issuance and allotment of any Equity Shares to the Warrant Holder upon exercise of Warrants, the listing and trading approvals for such Equity Shares are received from the relevant stock exchange.
- vii) The Equity Shares to be issued and allotted to the Proposed Investors as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.
- viii) Upon exercise of the Warrants by the Warrant Holder, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity



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Shares to the depository account of Warrant Holder and entering the name of Warrant Holder in the records of the Company as the registered owner of such Equity Shares;

ix) The Warrants proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of the SEBI ICDR Regulations. The lock-in on the Equity Shares resulting from the exercise of the option under the Warrants shall be reduced to the extent the Warrants have already been locked-in.

x) In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant Holder: (a) receives such number of Equity Shares that Warrant holder would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Warrant Holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;

xi) The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof.

xii) The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holder to the Company in accordance with the provisions of ICDR Regulations;

xiii) The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants and all such Equity Shares that are being allotted shall rank pari-passu with the then existing Equity Shares of the Company in all respects”.

RESOLVED FURTHER that the Equity Shares having face value of Rs. 10 (Rupees Ten) each proposed to be allotted to the Warrant Holders, upon conversion of the Warrants, be listed on the BSE Limited, and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted to the Warrant Holder, upon conversion of the Warrants, and for the admission of the Warrants and Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the Warrants and Equity Shares allotted, upon conversion of the Warrants, to the Warrant Holder's dematerialized securities account.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board.



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RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the Preferential Issue of Warrants and the Equity Shares to be issued upon conversion of the Warrants without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."



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ITEM NO. 05 TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. DOLLY SAINI (DIN: 08161861) AS A NON-EXECUTIVE AND NON-INDEPENDENT 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 the provisions of Sections 149(1), 152, 160 and other applicable provisions of the Companies Act, 2013 read with the Rules made there under and Securities, and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, Ms. Dolly Saini (DIN: 08161861) who was appointed as an Additional Non-Executive Woman Director on 01st February, 2024 and who holds office up to the date of next Annual General Meeting, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT the Board of directors or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters, things, and sign/execute and file all such papers, documents, and forms as may be necessary and incidental to give effect to the aforesaid resolution.”

ITEM NO. 06 TO APPOINT MR. ANUJ TYAGI (DIN: 08261420) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of sections 149(6), 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Companies (Appointment and Qualification of Directors) Rules, 2014) and Regulation 16(1)(b) and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Articles of the Company, on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Anuj Tyagi (DIN: 08261420) who was appointed as an Additional independent Director of the Company pursuant to Section 161 of the Act w.e.f., 01st February, 2024 up to the date of next Annual General Meeting and who has submitted his consent in writing for such appointment and a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, not be liable to retire by rotation, to hold the office for a period of five years on such remuneration as may be decided by the Board of Directors.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



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ITEM No. 07 TO APPOINT MR. ADITYA JAIN (DIN: 07936790) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of sections 149(6), 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Companies (Appointment and Qualification of Directors) Rules, 2014) and Regulation 16(1)(b) and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Articles of the Company, on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Aditya Jain (DIN: 07936790) who was appointed as an Additional independent Director of the Company pursuant to Section 161 of the Act w.e.f 01st February, 2024 up to the date of next Annual General Meeting and who has submitted his consent in writing for such appointment and a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, not be liable to retire by rotation, to hold the office for a period of five years on such remuneration as may be decided by the Board of Directors.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**For and on behalf of the Board
NEW LIGHT APPARELS LIMITED**

Sd/

Date: 01/02/2024
Place: Delhi

**Sandeep Makkad
(Managing Director)
DIN: 01112423**



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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**

In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company.

PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE. An incomplete proxy form or proxy form received beyond time limit is liable to be rejected. A proxy form is enclosed.

2. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Notice of EGM. No extra attendance slip and/or Notice of EGM will be provided at the venue of the Extra-Ordinary General Meeting. Also, Route map to the venue of meeting is enclosed.
3. Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Extra-Ordinary General Meeting.
4. Proxies shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting.
5. Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from 27th day of February, 2024 to 05th day of March, 2024 (both days inclusive) for the purpose of Extra-Ordinary General Meeting.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ M/s. Beetal Financial & Computer Services Private Limited.
8. The Company is providing facility of REMOTE E-VOTING and the business may be transacted through such voting. Details instructions are provided in the notice itself.



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The facility for voting through Ballot paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.

9. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Members' reference available on the Company's website under Investor resources. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.
11. As per Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019, except in case of transmission or transposition of securities. However, Members can continue to hold shares in physical form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA for assistance in this regard.
12. Electronic copy of the Notice of Extra-Ordinary General Meeting is being sent to all the members whose email IDs are registered with the Company/Depositories for communication purposes unless any member has requested for a hard copy of the same.
13. All the material documents, Resolutions, Memorandum and Articles of Association of the Company etc. are open for inspection to the members during the office hour of all working day till the conclusion of the Extra-Ordinary General Meeting at the registered office of the Company.
14. Members holding shares in the physical form are requested to notify changes in address, email id, bank mandate and bank particulars, if any, under their signatures to M/s. Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi-110062, the Registrars and Share Transfer Agents (RTA) of the Company, quoting their Folio numbers. Members holding shares in electronic form may update such information with their respective Depository Participants.
15. Members are requested to notify the change in address, if any, to the Company quoting their Folio Numbers, Name and number of shares held by them etc.
16. Members are requested to register their e-mail addresses with the Company or depository for receiving communications including Annual Reports, Notices and Circulars etc. by the Company electronically.
17. For security reasons, no article/baggage will be allowed at the venue of the meeting.

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18. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
19. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 1, 2, 3, 4 and 5 set out above are annexed hereto.
20. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection by members and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of EGM.
21. The persons who have acquired shares and become members of the Company after the dispatch of notice and holding shares as on the cut-off date i.e., 02nd February, 2024 then the member may obtain Login ID and other e-Voting related details from the Company.
22. Only bona fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

23. DECLARATION OF RESULTS ON THE RESOLUTIONS:

The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the EGM and votes cast through remote e-voting), within 2 working days from the conclusion of the EGM, submit a consolidated Scrutinizer's report of the total votes cast in favor and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.newlightapparels.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the proceedings to BSE Limited, where the securities of the Company are listed.

Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e., 05th March, 2024.

24. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than

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venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- ii. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have casted their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on 02nd March, 2024 (09:00 A.M.) and ends on 04th March, 2024 (05:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th February, 2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. The process and manner for remote e-voting are as under:

A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

Step 1: Log-in to NSDL e-Voting system the way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: 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 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider



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	<p>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.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to 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 home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 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> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </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



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	4. 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	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

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

Helpdesk for Individual Shareholders holding securities in 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.: 1800 1020 990 and 1800 22 44 30
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 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.

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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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.



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(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.

Step 2: 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 Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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 srsecretarialadvisor@gmail.com with a copy marked to evoting@nsdl.co.in.



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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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Abhishek Mishra at evoting@nsdl.co.in

(i) Please follow Step1 and Step 2 above to cast vote.

- i. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
- ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- iii. 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).
- iv. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 27th February, 2024.
- v. 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., 02nd February, 2024 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or newlight.apparels@gmail.com. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- vi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- vii. M/s. GA & Associates, LLP has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- viii. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.



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- ix. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 working days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- x. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange.



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Form No. MGT-11

Proxy Form

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

CIN: L74899DL1995PLC064005

Name of the Company: NEW LIGHT APPARELS LTD.

Venue of the Meeting: CG-29, Basement, Shivaji Enclave, Raja Garden, New Delhi -110027

Date and Time: Tuesday, 05th March, 2024 at 02:00 P.M.

I/We, being the member(s) of shares 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

as my/our Proxy to attend vote (for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on **Tuesday, the 05th day of March, 2024, at 02:00 P.M.** at **CG-29, Basement, Shivaji Enclave, Raja Garden, New Delhi-110024** and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	Number of shares held	For	Against
SPECIAL BUSINESS:				
1.	Increase in the Authorized Share Capital and alteration of capital clause of memorandum of association of the company.			
2.	To Consider and Approve the Conversion of Loan taken from the promoters of the company with an option to convert into shares.			
3.	Issuance of Equity Shares on Preferential Basis.			
4.	Issuance of Warrants Convertible into Equity Shares of the company to the public on preferential basis.			



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Raja Garden, New Delhi-110027
CIN No. L74899DL1995PLC064005

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5.	To consider and approve the appointment of Ms. Dolly Saini (DIN: 08161861) as a Non-Executive and Non-Independent Director of the company.			
6.	To appoint Mr. Anuj Tyagi (DIN: 08261420) as an independent director of the company.			
7.	To appoint Mr. Aditya Jain (DIN: 07936790) as an independent director of the company.			

**** This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.**

Signed this Day of 2024

Signature of shareholder.....

Signature of Proxy holder(s)

Affix One
Rupee
Revenue
Stamp

Note:

- a. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ELECTRONIC VOTING PARTICULARS

EVEN(Electronic Voting Event Number)	PASSWORD	USER ID	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Commencement of e-voting	02 nd March, 2024 at 09:00 A.M.
End of e-voting	04 th March, 2024 till 5:00 P.M.

- **The cut-off date for the purpose of e-voting is 27th February, 2024.**

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ATTENDANCE SLIP

Registered Folio / DP ID & Client ID

Name and Address of the Shareholder

1. I hereby record my presence at the Extra-Ordinary General Meeting of the Company being held on Tuesday, the 05th March, 2024 at 02:00 P.M. at GC-29, Basement, Shivaji Enclave, Raja Garden, New Delhi-110027.
2. Signature of the Shareholder/Proxy Present
3. Shareholder/Proxy holder desiring to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Notice of EGM for reference at the meeting.

NOTE: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	User ID	Password / PIN

Note: Please read the instructions printed under the Note to the Notice dated 01st February, 2024 of the Extra-Ordinary General Meeting of the Company. The E-Voting period starts from 9:00 A.M on Saturday, 02nd March, 2024 and ends at 05:00 P.M Monday, 04th March, 2024. The e-Voting module shall be disabled by NSDL for voting thereafter.



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Form No. MGT-12

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

POLLING PAPER

FOR EXTRA-ORDINARY GENERAL MEETING SCHEDULED ON TUESDAY, THE 05TH DAY OF MARCH, 2024 AT GC-29, BASEMENT, SHIVAJI ENCLAVE, RAJA GARDEN, NEW DELHI-110027 AT 02:00 P.M.

S. No.	Particulars	Details
1.	Name of the first named shareholder (in block letters)	
2.	Postal Address	
3.	Registered Folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share Equity	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolutions in the following manner:

S.No.	Resolution	No. of Shares Held	For	Against
1.	Increase in the Authorized Share Capital and alteration of capital clause of memorandum of association of the company.			
2.	To Consider and Approve the Conversion of Loan taken from the promoters of the company with an option to convert into shares.			
3.	Issuance of Equity Shares on Preferential Basis.			
4.	Issuance of Warrants Convertible into Equity Shares of the company to the public on preferential basis.			
5.	To consider and approve the appointment of Ms. Dolly Saini (DIN: 08161861) as a Non-Executive and Non-Independent Director of the company.			
6.	To appoint Mr. Anuj Tyagi (DIN: 08261420) as an independent director of the company.			
7.	To appoint Mr. Aditya Jain (DIN: 07936790) as an independent director of the company.			



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Place: New Delhi

(Signature of the Shareholder)

(Name & Signature of the Proxy)

Date:

Note: Proxy who are attending and voting in this Extra-Ordinary General Meeting on behalf of members are requested to first write their name before signing it



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Raja Garden, New Delhi-110027

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Route Map

If undelivered please return to:

NEW LIGHT APPARELS LTD.

Regd. Office: GC-29, Basement, Shiavji
Enclave, Raja Garden, New Delhi – 1100

E-mail: newlight.apparels@gmail.com



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Raja Garden, New Delhi-110027

CIN No. L74899DL1995PLC064005

ANNEXURE TO THE NOTICE

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

ITEM NO. 01:

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

The current Authorized Capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crore and Fifty Lakhs only) divided into 35,00,000 (Thirty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and the Paid-up Share Capital of the Company is Rs. 2,19,62,300/- (Rupees Two Crore Nineteen Lakhs Sixty-Two Thousand and Three-Hundred only) divided in 21,96,230 (Twenty-One Lakh Ninety-Six Thousand Two Hundred Thirty) Equity Shares of Rs. 10/- (Rupees Ten) each. To meet the long-term working capital needs of the Company it is proposed by the Board to induce additional funds by way of increasing the Share Capital. Your Board at its meeting held on 01st February, 2024 subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company of Rs. 3,50,00,000 (Rupees Three Crore Fifty Lakh only) divided into Rs. 35,00,000/- (Thirty-Five Lakhs) Equity shares of Rs. 10/- (Rupees Ten) each to Rs. 10,50,00,000/- (Rupees Ten Crores and Fifty Lakhs Only) divided into 1,05,00,000 (One crore Five Lakhs) Shares of Face Value of Rs 10/- (Rupee Ten Only) each.

The proposed increase of Authorized Share Capital of the Company requires approval of the Shareholders at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital and thus, the existing Clause V of the Memorandum of Association of the Company would be altered in following manner:

'V. The authorized Share Capital of the Company is Rs. 10,50,00,000/- (Rupees Ten Crores and Fifty Lakhs Only) divided into 1,05,00,000 (One crore Five Lakhs) Shares of Face Value of Rs 10/- (Rupee Ten Only) each, with the power to the Board to increase or 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 by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company.'

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the shareholders at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch of the EGM Notice till 05th March, 2024.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution.



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Accordingly, the Board of Directors of your Company recommend the Resolution set out in item No.1 of this Notice for the approval of the Shareholders by way of passing an Ordinary Resolution.

ITEM NO. 02

TO CONSIDER AND APPROVE THE CONVERSION OF LOAN TAKEN FROM THE PROMOTERS OF THE COMPANY WITH AN OPTION TO CONVERT INTO SHARES.

Your Company, being a listed company has taken loan from promoters ('the Lender') up to the tune of Rs. 74,54,500/- (Rupees Seventy-Four Lakhs Fifty-Four Thousand and Five Hundred Only) ('the loan amount') in tranches from 25th January, 2024.

Thereafter, as decided between the Lender and the Company and upon the approval of shareholders in the General Meeting, the said loan amount be converted to equity shares in compliance to provision of Companies Act 2013 and other applicable provisions. The Company is required to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder to convert the loan amount availed, from time to time w.e.f. 25th January 2024 and as agreed between the Lender and your Company into shares (i.e. Equity Shares) of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable laws at the time of such conversion.

The Board of Directors executed the Revised Loan Agreement dated 25th January, 2024 to supersede the earlier executed loan agreement dated _____ as agreed between the lenders and your company, which was supposed to be approved by the shareholders in the upcoming General Meeting of the Company.

Therefore, the approval on the revised agreement along with approval for conversion of loan into the Equity Shares of the Company as stipulated in the Revised Loan Agreement is required to be taken by the shareholders. Therefore, the board hereby seeks Shareholder's approval by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be interested/concerned in this resolution, except to their respective shareholdings in the Company, if any.

ITEM NO. 03 ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS.

A Statement of disclosure as required under Rule 13 (2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Regulation 163(1) under the Chapter-V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 is as under:

S. No.	Particulars	Details
1.	Particulars of the offer including the date of passing of the Board Resolution	The Board of Directors in their meeting held on 01 st February, 2024 has approved

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		the offer and issue of 56,25,785 Equity Shares, having a face value of Rs. 10/- (Rupees Ten) per share, at an issue price of Rs. 17/- (Rupees Seventeen only) per share, including the premium of Rs. 7/- (Rupees Seven) per share, aggregating to Rs. 9,56,38,345 (Nine crore Fifty-Six Lakhs Thirty-Eight Thousand Three Hundred and Forty Five) on preferential basis.
2.	Kinds of securities offered and the price at which security is being offered	Equity Shares at an issue price of Rs. 17/- (Rupees Seventeen only) per share, including the premium of Rs. 7/- (Rupees Seven) per share.
3.	Total Number of Securities to be Issued	56,25,785 (Fifty-Six Lakhs Twenty-Five Thousand Seven Hundred and Eighty-Five only) Equity Shares
4.	Time frame within which the preferential issue shall be completed	The Company will issue and allot equity shares to Proposed allottees and Promoters within the time limit specified under the SEBI (ICDR) Regulations or any longer time limit as may be permitted under the SEBI (ICDR) Regulations.
5.	Amount which the company intends to raise by way of such securities	Rs. 9,56,38,345 (Nine crore Fifty-Six Lakhs Thirty-Eight Thousand Three Hundred and Forty Five)
6.	Objects of the Issue	To meet the long-term working capital needs of the Company it is proposed by the Board to induce additional funds by way of increasing the Share Capital.
7.	The Price or the Price band at/within which the allotment is proposed	The Preferential Issue of Equity shares are proposed to be issued at a price of Rs. 17/- (Face Value of Rs. 10/- per share and Rs. 7/- as Premium per share)
8.	Class or classes of persons to whom the allotment is proposed to be made	The Preferential Issue of Equity Shares is proposed to be made to Aryan Mittal, Manish Mittal, Manish Mittal(HUF), Deepika Mittal, Akshat Mittal, Sushila Mittal, Krishan Kumar Mittal, Ashok Kaushik, Nishant Goyal, Rajeev Anand, Ranjitt Singh, Manoj Agrawal, Shikha Agrawal, Manoj Agrawal(HUF), Saket Gupta, Murli Janki & Sons, Rajat Salhotra,



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		Sandeep Makkad, Meetu Makkad, Gurucharan Lal Makkad, Shashi Makkad, Akaanksha Makkad and Prateek Makkad.
9.	Relevant Date	In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue is 03 rd February, 2024 being 30 days prior to the date of this Extra-Ordinary General Meeting.
10.	The Proposed time within which the allotment shall be completed	The Company will issue and allot equity shares to proposed allottees and Promoters within the time limit specified under the SEBI (ICDR) Regulations or any longer time limit as may be permitted under the SEBI (ICDR) Regulations.
11.	Material Terms of raising of such securities	<p>i. The Equity Shares so allotted and issued to the Lender, shall rank pari passu with the existing equity shares of the Company, in all respects. (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.</p> <p>ii. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.</p> <p>iii. The Equity Shares shall be allotted in dematerialized form.</p>
12.	Intention of Promoter, Directors or Key managerial person to subscribe to the offer	<p>The following promoters shall form part of the issue:</p> <ol style="list-style-type: none">1. Sandeep Makkad,2. Meetu Makkad,3. Gurucharan Lal Makkad,4. Shashi Makkad,5. Akaanksha Makkad,6. Prateek Makkad



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13.	Principle terms of assets charged as securities						Not Applicable
14.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects						Rs. 74,54,500
15.	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees						Manish Mittal (AEOPM0652G) Manoj Agarwal (AHLPA4839K)
16.	The Name of the proposed allottees and the percentage of post preferential Issue capital that may be held by them.						
17.	S. No.	Name of the Proposed Allottees	Present Holding	% of the pre-issue capital	Present Issue	% of the post-issue capital	
		Aryan Mittal	0	0	5,00,000	6.39	
		Manish Mittal	0	0	5,00,000	6.39	
		Manish Mittal(HUF)	0	0	2,89,609	3.70	
		Deepika Mittal	0	0	4,00,000	5.11	
		Akshat Mittal	0	0	2,00,000	2.56	
		Sushila Mittal	0	0	2,00,000	2.56	
		Krishan Kumar Mittal	0	0	81,000	1.04	
		Ashok Kaushik	0	0	50,000	0.64	
		Nishant Goyal	0	0	50,000	0.64	
		Rajeev Anand	0	0	50,000	0.64	
		Ranjitt Singh	0	0	50,000	0.64	
		Manoj Agrawal	0	0	6,50,000	8.31	
		Shikha Agrawal	0	0	6,50,000	8.31	
		Manoj Agrawal (HUF)	0	0	8,70,608	11.13	
		Saket Gupta	0	0	50,000	0.64	
		Murli Janki & Sons	0	0	50,000	0.64	
		Manish Madan	0	0	5,46,068	6.98	
		Sandeep Makkad	3,989	0.18	1,00,000	1.32	
		Meetu Makkad	0	0	1,00,000	1.28	
		Gurcharan Lal Makkad	2,237	0.10	59,625	0.79	
		Shashi Makkad	0	0	59,625	0.76	
		Akaanksha Makkad	0	0	59,625	0.76	
		Prateek Makkad	0	0	59,625	0.76	



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18.	The change in control, if any, in the company that would occur consequent to the Preferential Issue	NA	
19.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	NA	
20.	The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter	Aryan Mittal	Non-promoter
		Manish Mittal	Non-promoter
		Manish Mittal(HUF)	Non-promoter
		Deepika Mittal	Non-promoter
		Akshat Mittal	Non-promoter
		Sushila Mittal	Non-promoter
		Krishan Kumar Mittal	Non-promoter
		Ashok Kaushik	Non-promoter
		Nishant Goyal	Non-promoter
		Rajeev Anand	Non-promoter
		Ranjitt Singh	Non-promoter
		Manoj Agrawal	Non-promoter
		Shikha Agrawal	Non-promoter
		Manoj Agrawal(HUF)	Non-promoter
		Saket Gupta	Non-promoter
		Murli Janki & Sons	Non-promoter
		Manish Madan	Non-promoter
		Sandeep Makkad	Promoter
		Meetu Makkad	Promoter
		Gurcharan Lal Makkad	Promoter
Shashi Makkad	Promoter		
Akaanksha Makkad	Promoter		
Prateek Makkad	Promoter		
21.	Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so	The Company undertakes to re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so.	
22.	Undertaking that if the amount payable on account of the re-computation of price is not	The Company undertakes that if the amount payable on account of the re-	



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	paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees	computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottee.																																																																																		
23.	Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower	None of the Promoter or Directors of the Company are declared as willful defaulter or fraudulent borrower																																																																																		
24.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	During the year, no preferential allotment of any securities has been made to any person.																																																																																		
25.	The pre-issue and post issue shareholding pattern of the company in the following format:																																																																																			
	<table><tr><th rowspan="2">S.No.</th><th rowspan="2">Category</th><th colspan="2">Pre-Issue</th><th colspan="2">Post-Issue</th></tr><tr><th>No. of Shares held</th><th>% of Share holding</th><th>No. of Shares held</th><th>% of Share holding</th></tr><tr><td>A.</td><td colspan="5">Promoters Holding:</td></tr><tr><td>1.</td><td>Indian:</td><td></td><td></td><td></td><td></td></tr><tr><td></td><td>Individual</td><td>6226</td><td>0.28</td><td>4,44,726</td><td>5.69</td></tr><tr><td></td><td>Bodies Corporate</td><td>-</td><td>-</td><td>-</td><td>-</td></tr><tr><td></td><td>Sub Total</td><td>6226</td><td>0.28</td><td>4,44,726</td><td>5.69</td></tr><tr><td>2.</td><td>Foreign Promoters:</td><td>-</td><td>-</td><td>-</td><td>-</td></tr><tr><td></td><td>Sub Total (A)</td><td>6226</td><td>0.28</td><td>4,44,726</td><td>5.69</td></tr><tr><td>B.</td><td colspan="5">Non-Promoter Holding:</td></tr><tr><td></td><td>Institutional Investors</td><td>3,27,865</td><td>14.93</td><td>3,27,865</td><td>4.19</td></tr><tr><td></td><td>Non-Institution</td><td>18,62,139</td><td>84.79</td><td>70,49,424</td><td>90.12</td></tr><tr><td></td><td>Sub Total(B)</td><td>21,90,004</td><td>99.72</td><td>73,77,289</td><td>94.31</td></tr><tr><td></td><td>Grand Total</td><td>21,96,230</td><td>100</td><td>78,22,015</td><td>100</td></tr></table>	S.No.	Category	Pre-Issue		Post-Issue		No. of Shares held	% of Share holding	No. of Shares held	% of Share holding	A.	Promoters Holding:					1.	Indian:						Individual	6226	0.28	4,44,726	5.69		Bodies Corporate	-	-	-	-		Sub Total	6226	0.28	4,44,726	5.69	2.	Foreign Promoters:	-	-	-	-		Sub Total (A)	6226	0.28	4,44,726	5.69	B.	Non-Promoter Holding:						Institutional Investors	3,27,865	14.93	3,27,865	4.19		Non-Institution	18,62,139	84.79	70,49,424	90.12		Sub Total(B)	21,90,004	99.72	73,77,289	94.31		Grand Total	21,96,230	100	78,22,015	100	
S.No.	Category			Pre-Issue		Post-Issue																																																																														
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	Grand Total	21,96,230	100	78,22,015	100																																																																															

The Certificate from M/s GA & Associates, LLP, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: www.newlightapparels.com

The approval of the members is accordingly being sought by way of special resolution under section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 made there under.

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The Directors recommend the aforesaid resolution for the approval by the members as a special resolution.

ITEM NO: 04

ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY TO THE PUBLIC ON PREFERENTIAL BASIS.:

The Board of Directors of the Company, in its meeting held on 01st February, 2024, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of up to 9,38,000 (Nine Lakhs Thirty-Eight Thousand) Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares having face value of Rs.10/- (Rupees Ten Only) each on preferential basis to Non-Promoter Investors mentioned in the resolution no. 4. Since the Company is a listed Company, the proposed Preferential Issue is in terms of the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)I of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

S. No.	Particulars	Details
1.	Objects of the Preferential issue	The Company proposes to raise funds through issue of Warrants on preferential basis to: 1. Meet working capital requirements to strengthen financial position 2. General corporate purposes.
2.	Maximum number of specified securities to be issued	The Board of Directors in its meeting held on 01 st February, 2024 had approved the issue of Warrants and accordingly proposes to issue and allot in aggregate upto 9,38,000 (Nine Lakhs Thirty-Eight Thousand) Warrants to be converted into equal number of Equity Shares of Rs. 10/- each to Non-Promoter Investors on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations
3.	Amount which the company intends to raise by way of such securities	1,59,46,000 (One Crore Fifty-Nine Lakh and Forty-Six Thousand)



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4.	Intention of promoters / directors / key managerial personnel to subscribe to the offer:			None of the promoters / directors / key managerial personnel is intend to subscribe to the offer		
5.	Shareholding Pattern before and after the proposed preferential issue.					
	S.No.	Category	Pre-Issue		Post-Issue	
			No. of Shares held	% of Share holding	No. of Shares held	% of Share holding
	A.	Promoters Holding:				
	1.	Indian:				
		Individual	6226	0.28	6226	0.20
		Bodies Corporate	-	-	-	-
		Sub Total	6226	0.28	6226	0.20
	2.	Foreign Promoters:	-	-	-	-
		Sub Total (A)	6226	0.28	6226	0.20
	B.	Non-Promoter Holding:				
		Institutional Investors	3,27,865	14.93	3,27,865	10.46
		Non-Institution	18,62,139	84.79	28,00,139	89.34
		Sub Total(B)	21,90,004	99.72	31,28,004	88.69
		Grand Total	21,96,230	100	31,34,230	100
	6.	Proposed time within which the allotment shall be completed:			As required under the ICDR Regulations, the Company shall complete the allotment of warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.	
7.	The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.					



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8.	Undertakings	In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that: i. It shall re-compute the price of the Warrants issued in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so. ii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Warrants shall continue to be locked- in till the time such amount is paid by the proposed allottees.
9.	The total number of shares or other securities to be issued	The Board of Directors in its meeting held on 01 st February 2024 had approved the issue of Warrants and accordingly proposes to issue and allot in aggregate up to 9,38,000 (Nine Lakhs and Thirty-Eight Thousand) Warrants to be converted into equal number of Equity Shares of Rs. 10/- each to Non-Promoter Investors on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.
10.	Pricing of Preferential Issue:	The Board has fixed the price of Rs. 17/- per Warrant in terms of regulation 164 of ICDR Regulations, 2018
11.	Basis on which the price would be arrived at	The Equity Shares of the Company are listed on BSE Limited ("BSE") and are infrequently traded in terms of the SEBI ICDR Regulations. Therefore, the price has been set as per the parameters set out in Regulation 165 of SEBI ICDR Regulations
12.	Name and address of valuer who performed valuation	NA
13.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	The Company has obtained the pricing certificate and valuation report from the Statutory Auditor and Registered Valuer respectively. Accordingly, the management of the Company has sought to convert the loan amount into an equivalent number of securities (i.e. Equity shares and Warrants)



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14.	Relevant Date	In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for this Preferential Allotment of Warrants 01 st February, 2024 being the 30 days prior to the date of Extra Ordinary General Meeting.
15.	Class or Classes of Persons to whom the allotment is proposed to be made	The allotment is proposed to be made to the Non-Promoter Investors as mentioned below:- Kanchan Saraogi, Rakesh Khanna, Pratham Aggarwal, Amit Gupta, Neha Mahajan, Vardeep Singh Hora, Sunil Kumar Garg and Monika Aggarwal
16.	Change in control if any consequent to preferential issue	The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.
17.	No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:	Not allotment has been made.
18.	Lock-in period	The Warrants and Shares to be issued upon conversion shall be subject to Lock-in as provided under the provisions of ICDR Regulations. The entire pre preferential shareholding of the above allottees, if any, shall be locked-in from the relevant date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations.
19.	Certificate from Practicing Company Secretaries	A certificate from M/s. GA & Associates, LLP , Practicing Company Secretary certifying that the issue of equity shares



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		on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and all also be available during the Extraordinary General Meeting. The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e. www.newlightapparels.com before the Extra Ordinary General Meeting
20.	Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.	None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

ITEM NO. 05

TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. DOLLY SAINI (DIN: 08161861) AS A NON-INDEPENDENT AND NON-EXECUTIVE DIRECTOR OF THE COMPANY.

Pursuant to the provisions of Section 149, 159, 161 and other applicable provisions of the Companies Act, 2013 with respect to appointment of the Non-Executive Non-Independent Director, the Non-Executive Directors shall be appointed and liable to retire by rotation. The term shall be effective prospectively.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment is in compliance with the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Dolly Saini (DIN: 08161861), being eligible, offer himself for appointment as a Non-Executive Non-Independent Director.

Therefore, the Directors of your Company recommend the appointment of Ms. Dolly Saini for your consideration and approval.

Except Ms. Dolly Saini, being appointee, none of the Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolutions as set out in Item No. 05.



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The Board of Directors therefore, recommends the resolution for appointment of Ms. Dolly Saini as Non-Executive Non-Independent Director of the Company for approval of the members by passing an Ordinary resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name	Ms. Dolly Saini
Age	30 years
Qualification	---
Date of Appointment	01/02/2024
Expertise	---
Name of the Listed Companies in which Directorship held	TECHNOPILLS SOLUTIONS PRIVATE LIMITED, PEER ADVISORS PRIVATE LIMITED, EESHAN CORPORATION LIMITED
Name of the Listed Companies in which Committee Membership held	NA
Shareholding in the Company	Nil

ITEM NO. 06

TO APPOINT MR. ANUJ TYAGI (DIN: 08261420) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The term shall be effective prospectively.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is in compliance with the Companies Act, 2013.



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In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Anuj Tyagi (DIN: 08261420), being eligible, offer himself for appointment as an Independent Directors for a term as stated in the respective resolution above.

Therefore, the Directors of your Company recommend the appointment of Mr. Anuj Tyagi for your consideration and approval.

Except Mr. Anuj Tyagi, being appointee, none of the Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolutions as set out in Item No. 06.

The Board of Directors therefore, recommends the resolution for appointment of Mr. Aditya Jain as an Independent Directors of the Company for approval of the members by passing an Ordinary resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name	Mr. Anuj Tyagi
Age	32 years
Qualification	Company Secretary
Date of Appointment	01/02/2024
Expertise	Corporate Law, Secretarial Compliance, High-Caliber Professional
Name of the Listed Companies in which Directorship held	NA
Name of the Listed Companies in which Committee Membership held	NA
Shareholding in the Company	Nil



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ITEM NO. 07

TO APPOINT MR. ADITYA JAIN (DIN: 07936790) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The term shall be effective prospectively.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is in compliance with the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Aditya Jain (DIN: 07936790), being eligible, offer himself for appointment as an Independent Directors for a term as stated in the respective resolution above.

Therefore, the Directors of your Company recommend the appointment of Mr. Aditya Jain for your consideration and approval.

Except Mr. Aditya Jain, being appointee, none of the Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolutions as set out in Item No. 07.

The Board of Directors therefore, recommends the resolution for appointment of Mr. Aditya Jain as an Independent Directors of the Company for approval of the members by passing an Ordinary resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name	Mr. Aditya Jain
Age	31 years
Qualification	---
Date of Appointment	01/02/2024
Expertise	---
Name of the Listed Companies in which Directorship held	NA
Name of the Listed Companies in which Committee Membership held	NA



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Shareholding in the Company	Nil
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For and on behalf of the Board
NEW LIGHT APPARELS LTD.

Sd/-

Sandeep Makkad
(Managing Director)
DIN: 01112423

Date: 01st February, 2024
Place: Delhi