



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the Shareholders of Neelam Linens and Garments (India) Limited ('the Company') will be held on Friday, June 27, 2025 at the registered office of the Company situated at A-1, 446-447, 4th Floor, Shah & Nahar Industrial Estate Sitaram Jadav Marg, Lower Parel, Delisle, Road, Mumbai 400013, Maharashtra, India at 12:00 noon (IST), to transact the following business:

SPECIAL BUSINESS:

- 1. Regularization of Appointment of Mrs. Janki Bhavin Jethwa (DIN 03111564) as a Whole-Time Executive Director of the Company.**

To consider and if thought fit to pass the following resolution as an Special Resolution:

"RESOLVED THAT in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors, approval of Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act, read with Schedule V to the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and the rules made thereunder, and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force) (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, consent of the Members be and is hereby accorded to appoint Mrs. Janki Bhavin Jethwa as a Whole-Time Director designated as Executive Director of the Company for a period effective of 5 years from March 31, 2025 up to March 30, 2030 (both days inclusive) on the terms and conditions including remuneration as set out in the statement annexed to the Notice of this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and/ or remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments, and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

2. Regularisation of Appointment of Mr. Nivesh Ramashankar Pathak (DIN:09604295) as an Independent Director of the Company.

To consider and if thought fit to pass the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act and other applicable provisions, sections, rules of the Act and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulation’) (including any statutory modifications or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee, and duly approved by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to appoint Mr. Nivesh Ramashankar Pathak (DIN: 09604295), as an Non-Executive Independent Director of the Company, who was appointed as an Additional Director in the category of Non- Executive Independent Director with effect from 31st March, 2025 under section 161 of the Companies Act, 2013, in respect of whom the company has received a notice in writing from the candidature himself proposing his candidature of Independent Director and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act, to hold office for the period of 5 years with effect from 31st March, 2025 up to March 30, 2030 (both days inclusive) who is not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Nivesh Ramashankar Pathak (DIN: 09604295) shall be entitled to receive such fees and remuneration including by way of commission not exceeding in the aggregate 1% per annum of the net profits of the Company for each Financial year as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments, and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

By Order of the Board of Directors
For Neelam Linens and Garments (India) Limited

Sd/-
Supriya Gupta
Company Secretary and Compliance Officer
(A46992)

Date: 02.06.2025

Place: Mumbai

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act 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. Member holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.

The instrument of Proxy in order to be effective should be returned to the Registered Office of the Company, duly completed signed and stamped not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. A Proxy form is sent herewith.

2. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 1 and 2 set out above and the relevant details of the Directors seeking regularization of their appointment at this EGM as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The



Institute of Company Secretaries of India ("Secretarial Standard") are annexed hereto. Requisite declarations have been received from the Directors seeking regularization of their appointment.

3. The EGM Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, May 30, 2025.
4. The Register of Members and Share Transfer Books will be closed from Saturday, 21st June, 2025 to Friday, 27th June, 2025 (both days inclusive).
5. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the company as on the cut-off date i.e. Friday, June 20, 2025.
6. Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent (R & T Agent) at the following address: Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai 400011, Maharashtra, India.
7. Members/ Proxies are requested to bring the attendance slips duly filled in and copies of the Notice of EGM to the Meeting. The identity/signature of the members holding shares in electronic/demat form is liable for verification with specimen signatures as may be furnished by NSDL/CDSL to the Company. Such members are advised to bring relevant identity card, issued by the Depository Participant to attend the EGM.
8. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative along with their specimen signature to attend and vote on their behalf at the meeting.
9. In case of joint holder, only joint holder who is higher in the order of names will be entitled to vote.
10. All the material documents referred to in the Resolutions are open for inspection at the Company's Registered Office at A-1, 446-447, Shah & Nahar Industrial Estate, Sitaram Jadav Marg, Lower Parel, Delisle Road, Mumbai 400013 on all working days, except Sundays, between 10.00 A.M. to 1.00 P.M. till 26th June, 2025 and will also be available for inspection at the Meeting.
11. Shareholders can register their complaints, if any on compliance@neelamgarments.com.



12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit the PAN details to the Registrar and Share Transfer Agents/Company.
14. In compliance with Sections 108 and 110 of the Act and the rules made thereunder and the MCA Circulars, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by Purva Shareregistry (India) Private Limited. The instructions for e-voting are provided as part of this EGM Notice.
15. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, June 20, 2025. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.

Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this EGM Notice. Shareholders are requested to cast their vote through the e-voting process commencing from Tuesday, June 24, 2025 at 09.00 a.m. and concluding on Thursday, June 26, 2025 at 05.00 p.m. to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

Members have the option to cast their vote on any of the resolutions using the remote eVoting facility either during the period commences Tuesday, June 24, 2025 at 09.00 a.m. and concluding on Thursday, June 26, 2025 at 05.00 p.m. or eVoting during the EGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the EGM.

16. Electronic copy of the Notice of EGM being sent to all the members whose Email IDs are registered with the Company/ Depositories. Members may please note that the Notice of

EGM will also be available on the Company's website at www.neelamgarments.com and on the website of Purva Sharegistry (India) Private Limited at www.purvashare.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days.

17. The Board vide its resolution passed on 2nd June, 2025 has appointed M/s. Naveen Karn & Co., Practising Company Secretary, as the scrutinizer to scrutinize both the remote e-voting as well as ballot voting during the EGM in a fair and transparent manner.
18. The Scrutinizer will submit their report to the Chairman or to any other person as may be authorized by the Chairman, after the completion of scrutiny, and the result of the voting through the e-voting process will be announced by the Chairman or any other person duly authorized by the Chairman, within 48 hours of conclusion of EGM and will also be displayed on the website of the Company www.neelamgarments.com.
19. In terms of the requirements of the Secretarial Standards-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, the Route Map of the venue of this EGM is placed below this Notice.

General information and instructions relating to e-voting:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on Tuesday, 24th June, 2025 (IST 09:00 A.M.) and ends on Thursday, 26th June, 2025 (IST 05:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 20th June, 2025 may cast their vote electronically. The e-voting module shall be disabled by PURVA for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However,

it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.





Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &

	<p>voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdsiindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdsiindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is 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</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting</p>

	<p>service provider website for casting your vote during the remote e-Voting period.</p> <p>4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div> <p>5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVENT is 8 then user ID is 8001***
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (vi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.

- (vii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(ix) Facility for Non - Individual Shareholders and Custodians - Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@neelamgarments.com, if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.



2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-35220056.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022-41343267/68.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item 1 & 2 of the accompanying Notice:

ITEM NO.1

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on 31st March, 2025 appointed Mrs. Janki Bhavin Jethwa (DIN 03111564) as an Additional Whole Time Director of the Company for a period of 5 years w.e.f. March 31, 2025, subject to approval of the Members of the Company.

Mrs. Janki Bhavin Jethwa has expertise, knowledge and business acumen required for managing the overall business of the Company and her appointment as Whole Time Director would be beneficial for the Company given the paucity of experienced and skilled personnel. The remuneration proposed for Mrs. Janki Bhavin Jethwa is commensurate with the industry and size of the Company. Mrs. Janki Bhavin Jethwa has no pecuniary relationship directly or indirectly with the Company. However, she is related to Mr. Bhavin Jethwa as a Wife.

The terms and conditions are set out herein below:

1. TENURE OF APPOINTMENT:

The appointment of Mrs. Janki Bhavin Jethwa as a Whole Time Director (change in designation from 'Additional Whole Time Director' to 'Whole Time Director') is for a period of 5 years with effect from 31st March, 2025.

2. DUTIES AND RESPONSIBILITIES:

Mrs. Janki Bhavin Jethwa, the 'Whole Time Director' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on her, by the Board of Directors of the Company.

3. REMUNERATION:

- (a) Basic Salary shall be Rs. 1,00,000/- per month w.e.f. 31.03.2025 and thereafter an increase of not exceeding 25 per cent every year with effect, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors.
- (b) Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mrs. Janki Bhavin Jethwa, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary as specified above.

4. OTHER TERMS OF APPOINTMENT:

1. The terms and conditions of the appointment of Mrs. Janki Bhavin Jethwa may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mrs. Janki Bhavin Jethwa, subject to such approvals as may be required.
2. The appointment may be terminated by either party by giving to the other party notice of termination.
3. The employment of Mrs. Janki Bhavin Jethwa may be terminated by the Company without notice or payment in lieu of notice:
 - i. If Mrs. Janki Bhavin Jethwa is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company to which she is required to render services; or
 - ii. If Mrs. Janki Bhavin Jethwa is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company to which she is required to render services; or

The other details including the shareholding of these Directors, whose regularisation of appointment is proposed at item no. 1 of the accompanying Notice, have been given in the attached **annexure A**.

Save and except Mrs. Janki Bhavin Jethwa and her relatives, including Mr. Bhavin Kantilal Jethwa, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommend the resolution for regularisation of the appointment of Mrs. Janki Bhavin Jethwa as a Whole-time Director at item no. 1 as Ordinary Resolution of this notice for your approval.

ITEM NO.2:

Pursuant to the Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company, Mr. Nivesh Pathak (DIN: 09604295), on the recommendation of the Nomination and Remuneration Committee, was appointed by the Board of Directors ("the Board") as an Additional Director (Independent) of the Company with effect from 31st March, 2025.



The Company has received declaration from Mr. Nivesh Pathak that he meets the criteria of independence, as prescribed, both under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules 2014, provides for appointment of Independent Directors. It is proposed to appoint Mr. Nivesh Pathak as an Independent Director under Section 149 of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to hold office for 5 (Five) consecutive years with effect from 31st March, 2025 up to March 30, 2030 (both days inclusive) who shall not be liable to retire by rotation.

In the opinion of the Board, Mr. Nivesh Pathak fulfills the conditions for appointment as an Independent Director, as specified in the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Nivesh Pathak is independent of the management.

The other details including the shareholding of these Directors, whose regularisation of appointment is proposed at item no. 1 of the accompanying Notice, have been given in the attached **annexure A**.

Save and except Mr. Nivesh Pathak and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at item no. 2 of the Notice.

The Board recommend the resolution for regularisation of the appointment of Mr. Nivesh Pathak as an Independent Director at item no. 2 as Ordinary Resolution of this notice for your approval.

By Order of the Board of Directors
For Neelam Linens and Garments (India) Limited

Sd/-
Supriya Gupta
Company Secretary and Compliance Officer
(Membership Number A46992)

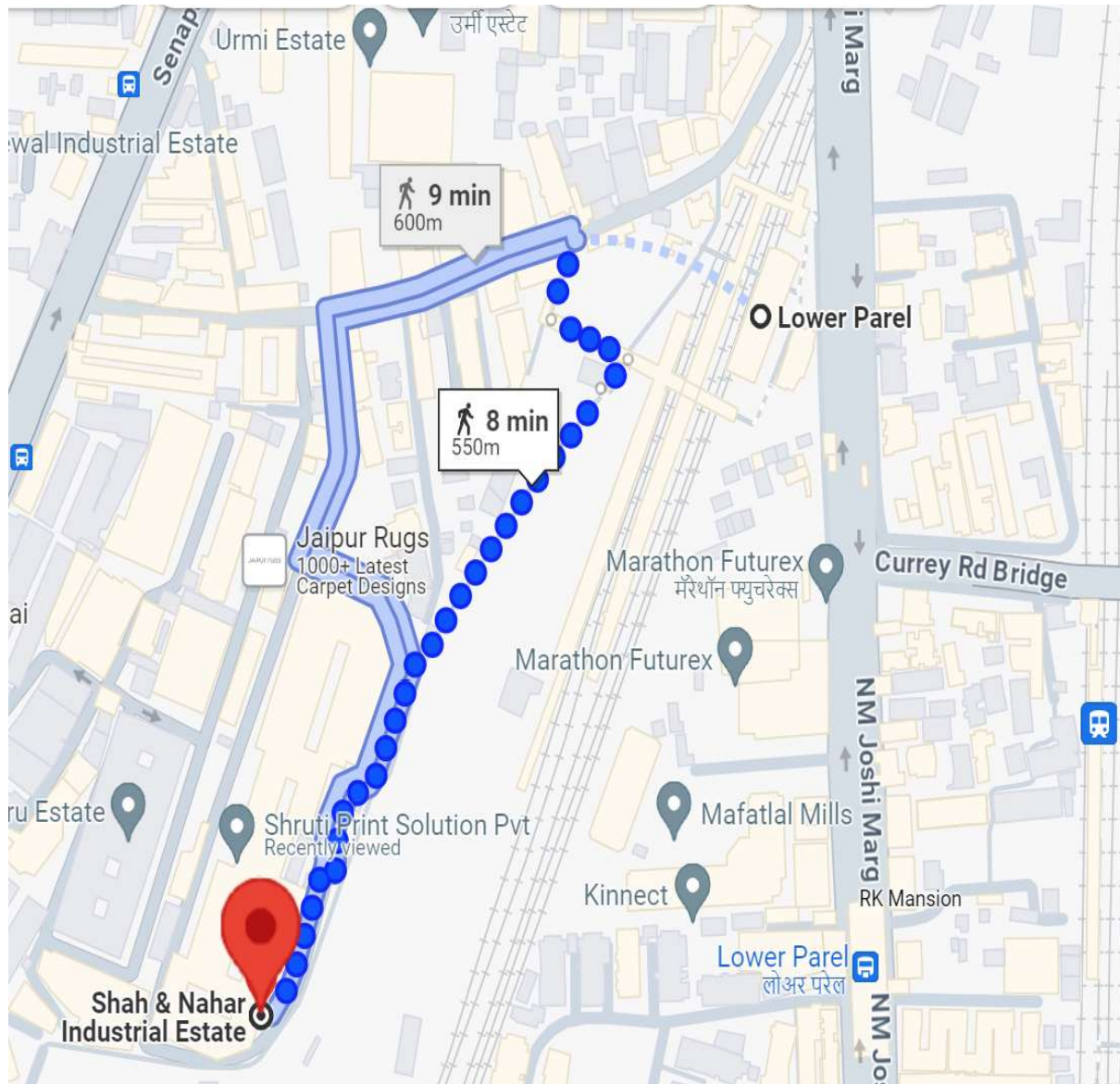
Date: 02.06.2025
Place: Mumbai

Annexure A

Brief profile and other details, in compliance with the Regulation 36(3) of SEBI (LODR) Regulation, 2015, as amended and Secretarial Standard Issued by ICSI, are as under:

Name of the Director and DIN	Mrs. Janki Bhavin Jethwa DIN (03111564)	Mr. Nivesh Ramashankar Pathak DIN (09604295)
Date of Birth	29/01/1987	29/06/1989
Date of first Appointment on the Board	31/03/2025	31/03/2025
Category	Whole-time Executive Director	Non-Executive Independent Director
Qualification	Diploma in International Business Management	MBA (Finance)
Terms and Condition of Appointment	As per the resolution set out in this Notice read with the Explanatory Statement thereto	As per the resolution set out in this Notice read with the Explanatory Statement thereto
Nature of expertise in specific functional areas and Experience	Business Management	Finance, Accounting, etc.
Terms and conditions of appointment & Remuneration	As per the resolution set out in this Notice read with the Explanatory Statement thereto.	As per the resolution set out in this Notice read with the Explanatory Statement thereto.
Number of shares held in the Company	7,75,000	NIL
Directorships held in other companies including the Company as on the date of the Notice	NIL	1. Inspire Digital (India) Private Limited 2. Impell Switches Private Limited
Number of Board Meetings attended during the year 2025-26	NIL	NIL
Membership/ Chairmanship of Committees of other Boards as on date of the Notice	NONE	Chairman in Audit Committee, Nomination and Remuneration Committee, Stakeholder's Relationship Committee of the Company.
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	Wife of Mr. Bhavin Kantilal Jethwa	NONE
Name of listed entities from which the person has resigned in the past three years as Director	NIL	NIL
Remuneration sought to be paid	12,00,000 P.A.	Rs. 3000/- per meeting

Route Map to the Venue of the EGM





ATTENDANCE SLIP

Neelam Linens and Garments (India) Limited

CIN: L17299MH2010PLC208010

**Reg Off.:- A-1/446-447, Shah & Nahar Industrial Estate, Dhanraj Mill Compound,
Lower Parel (W), Mumbai - 400 013**

**Phone No:- 6747 0022 / 23 | Mail: compliance@neelamgarments.com | Website:
www.neelamgarments.com**

**I hereby record my presence at the Extra-Ordinary Meeting of the Company held on Friday,
27th June, 2025 at 12:00 noon at the registered office of the company at A-1/446-447, Shah &
Nahar Industrial Estate, Dhanraj Mill Compound, Lower Parel (W), Mumbai - 400 013.**

Full name of the Shareholder (in block letters)

.....

Ledger Folio No. DP ID Client
ID.....

Number of Shares held.....

Full name of Proxy (in block letters)

.....

Signature of Shareholder or Proxy attending

Please provide full name of the 1st Joint Holder

.....

Notes: (1) Members/Proxy holders are requested to produce the attendance slip duly signed for
admission to the Meeting hall.

(2) Members are requested to bring their copy of Notice for reference at the Meeting.



Form No. MGT - 11
PROXY FORM

Neelam Linens and Garments (India) Limited
CIN: L17299MH2010PLC208010

Reg Off:- A-1/446-447, Shah & Nahar Industrial Estate, Dhanraj Mill Compound,
Lower Parel (W), Mumbai - 400 013

Phone No:- 6747 0022 / 23 | Mail: compliance@neelamgarments.com | Website:
www.neelamgarments.com

Name of the Member(s):

Registered address:

E-mail ID:

Folio No.:

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

(1)Name.....Address.....

Email Id:..... Signature..... or failing him;

(2)Name.....Address.....

Email Id:..... Signature..... or failing him;

(3)Name Address.....

Email Id:.....Signature..... or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Friday, June 27, 2025; at 12.00 p.m. at A-1/446-447, Shah & Nahar Industrial Estate, Dhanraj Mill Compound, Lower Parel (W), Mumbai - 400 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

1. To regularize the appointment of Mrs. Janki Bhavin Jethwa as a Whole-Time Director of the Company.
2. To regularise the appointment of Mr. Nivesh Ramashankar Pathak as an Independent Director of the Company.

Signed this day of, 2025

Signature of shareholder

Affix
Revenue
Stamp of
Re.1/-



Signature of Proxy holder(s)

Notes :-

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.