



**NOTICE OF ANNUAL GENERAL MEETING:**

NOTICE IS HEREBY GIVEN THAT THE 15<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF NEELAM LINENS AND GARMENTS (INDIA) LIMITED [FORMERLY KNOWN AS NEELAM LINENS AND GARMENTS (INDIA) PRIVATE LIMITED] WILL BE HELD ON TUESDAY THE 30<sup>TH</sup> DAY OF SEPTEMBER 2025 AT 12:00 NOON AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 446-447, 4TH FLOOR, SHAH & NAHAR INDUSTRIAL ESTATE SITARAM JADAV MARG, LOWER PAREL, DELISLE ROAD MUMBAI 400013.

**ORDINARY BUSINESS:**

**1. Adoption of Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2025:**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and also the Auditors reports thereon.

**2. Re-appointment of Mrs. Janki Bhavin Jethwa (DIN: 03111564) as a Whole-Time Director of the Company liable to retire by rotation.**

To appoint a director in place of Mrs. Janki Bhavin Jethwa (DIN: 03111564), who retires by rotation and being eligible offers herself for re-appointment.

**SPECIAL BUSINESS:**

**3. To confirm appointment of M/s. Naveen Karn & Co. as the Secretarial Auditor of the Company for a period of one term of five years from 1st April, 2025 to 31st March, 2030 w.e.f. 1st April, 2025.:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Naveen Karn & Co, Practicing Company Secretary (Certificate of Practice Number: 22655), be and is hereby appointed as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years commencing from the conclusion of the 15<sup>th</sup> Annual General Meeting until the conclusion of the 20<sup>th</sup> Annual General Meeting to be held in the financial year 2030–31, covering the audit period of five financial years from 2025–26 to 2029–30 on such remuneration as may be mutually agreed between the Board of Directors in consultation with the Secretarial Auditors of the



Company in addition to applicable taxes, reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit as more particularly set out in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

**4. Regularisation of Appointment of Mr. Sandeep Dubey (DIN:07760812) as a Non-Executive Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a 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 (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 for appointment of Mr. Sandeep Dubey (DIN:07760812), as an Independent Director of the Company, who is appointed as an Additional Director in the category of Non- Executive Independent Director with effect from September 04, 2025 under section 161 of the Companies Act, 2013, 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 September 04, 2025 up to September 03, 2030 (both days inclusive) who is not liable to retire by rotation.

**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”

**5. Alteration of the Articles of Association of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules made thereunder, the consent of the shareholders be and is hereby accorded for altering the existing Clause 162 of Articles of Association of the Company



by way of deletion of words “**and/or the whole-time Director**” from existing Clause 162 and Clause 162 be altered as under:

**Clause 162. Subject to the provisions of the Act and these Articles, the Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation.**

**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  
Membership no. ACS 46992

**Date: 04.09.2025**

**Place: Mumbai**

**NOTES:**

- **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 /HERSELF. SUCH A PROXY/ PROXIES 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 FORTY-EIGHT 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.



- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
- The AGM 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, August 29, 2025.
- The Register of Members and Share Transfer Books will be closed from Wednesday, 24<sup>th</sup> September, 2025 to Tuesday, 30<sup>th</sup> September, 2025 (both days inclusive).
- 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. Tuesday, September 23, 2025.
- Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent (R & T Agent) at the following address: Purva Shareregistry (India) Pvt. Ltd., Unit no. 9, Ground Floor, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (E) Mumbai 400 011, Phone No. +91 22 4961 4132 / 3522 0056; Email: support@purvashare.com; web www.purvashare.com.
- Members/ Proxies are requested to bring the attendance slips duly filled in and copies of the Annual Report 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 Annual General Meeting.
- 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.
- In case of joint holder, only joint holder who is higher in the order of names will be entitled to vote.
- All the material documents referred to in the Resolutions are open for inspection at the Company's Registered Office 446-447, 4th Floor, 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 September 30, 2025 and will also be available for inspection at the Meeting.
- Shareholders can register their complaints, if any on compliance@neelamgarments.com
- 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.



- 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.
- 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) Pvt. Ltd. The instructions for e-voting are provided as part of this AGM Notice.
- 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 Tuesday, September 23, 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 AGM Notice. Shareholders are requested to cast their vote through the e-voting process commencing from Friday, 26<sup>th</sup> September, 2025 at 09.00 am and concluding on Monday, 29<sup>th</sup> September, 2025 at 05.00 pm to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
- Electronic copy of the Notice of 15<sup>th</sup> Annual General Meeting and Annual Report for FY 2024-25 being sent to all the members whose Email IDs are registered with the Company/ Depositories. Members may please note that the Notice of 15<sup>th</sup> Annual General Meeting and Annual Report for FY 2024-25 will also be available on the Company’s website at [www.neelamgarments.com](http://www.neelamgarments.com) and on the website of Purva Shareregistry (India) Pvt. Ltd at [www.purvashare.com](http://www.purvashare.com) (website for evoting). 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.
- The Board vide its resolution passed on September 04, 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 AGM in a fair and transparent manner.
- 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 Annual General Meeting and will also be displayed on the website of the Company [www.neelamgarments.com](http://www.neelamgarments.com).





- 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 AGM 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 Friday, 26<sup>th</sup> September, 2025, (IST 09:00 A.M.) and ends on Monday, 29<sup>th</sup> September, 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 Tuesday, 23<sup>rd</sup> September, 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"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>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 &amp; 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.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>
Individual Shareholders holding securities in	<ol style="list-style-type: none"><li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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</li></ol>

<p>demat mode with <b>NSDL Depository</b></p>	<p>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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 service provider website for casting your vote during the remote e-Voting period.</p> <p>4) Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="815 1050 1305 1085" data-label="Text"> <p><b>NSDL Mobile App is available on</b></p> </div> <div data-bbox="815 1110 1024 1167" data-label="Image">  </div> <div data-bbox="1063 1110 1305 1155" data-label="Image">  </div> <div data-bbox="860 1186 1008 1337" data-label="Image">  </div> <div data-bbox="1109 1186 1256 1337" data-label="Image">  </div> <p>5) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding</p>	<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</p>





securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.
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**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://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:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>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.</li></ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"><li>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).</li></ul>

- (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](mailto: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](mailto: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](mailto: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](mailto:evoting@purvashare.com) or contact at 022-41343267/68.

**EXPLANATORY STATEMENT**

**(Pursuant to Section 102 and any other applicable provisions of the Companies Act, 2013, the Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) as amended from time to time, Secretarial Standards on General Meeting (“SS-2”) issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed/issued by the Ministry of Corporate Affairs (the “MCA”).**

**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 3, 4 & 5 of the accompanying Notice:**

**ITEM NO. 3:**

The Board at its meeting held on September 04, 2025, based on recommendation of the Audit Committee, subject to approval of the Members; after evaluating and considering various factors such as industry experience, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Naveen Karn & Co., Practicing Company Secretary (Certificate of Practice Number: 22655), as Secretarial Auditors of the Company for a term of five (5) consecutive financial years commencing from the conclusion of the 15<sup>th</sup> Annual General Meeting until the conclusion of the 20<sup>th</sup> Annual General Meeting to be held in the financial year 2030–31, covering the audit period of five financial years from 2025–26 to 2029–30.

The appointment of Secretarial Auditor shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. M/s. Naveen Karn & Co., are focused on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

M/s. Naveen Karn & Co., has confirmed that the proprietary firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. Naveen Karn & Co., as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be Rs. 1,40,000/- (Rupees One Lakh Forty Thousand) plus applicable taxes and other out-of-pocket expenses for FY 2025-26, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s. Naveen Karn & Co., The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members.





None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 3 of this Notice.

**ITEM NO. 4:**

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. Sandeep Dubey (DIN:07760812), on the recommendation of the Nomination and Remuneration Committee, has been appointed by the Board of Directors (‘the Board’) as an Additional Director (Independent) of the Company with effect from September 04, 2025.

The Company has received declaration from Mr. Sandeep Dubey 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. Sandeep Dubey 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 September 04, 2025 up to September 03, 2030 (both days inclusive) who shall not be liable to retire by rotation.

In the opinion of the Board, Mr. Sandeep Dubey 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. Sandeep Dubey is independent of the management.

Save and except Mr. Sandeep Dubey 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. 4 of the Notice.

The Board recommend the resolution for regularisation of the appointment of Mr. Sandeep Dubey as an Independent Director at item no. 4 as an Special Resolution of this notice for your approval.



**ITEM NO. 5:**

In order to comply with the provisions of Section of 152 of the Companies Act, 2013, w.r.t Directors to retire by rotation at every annual general meeting; It is proposed to alter the existing Articles of Association (hereinafter referred to as 'the Articles') of the Company.

Accordingly consent of the shareholders would be required for altering the Articles of Association of the Company by way of deletion of words from existing Clause 162 w.r.t Retirement and rotation of Directors "and/or the whole-time Director" of the Articles of Association. The Board recommends the above resolution for your approval by way of a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 5 of this Notice

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

**Sd/-**  
**Supriya Gupta**  
Company Secretary and Compliance Officer  
Membership no. ACS 46992

**Date: 04.09.2025**  
**Place: Mumbai**

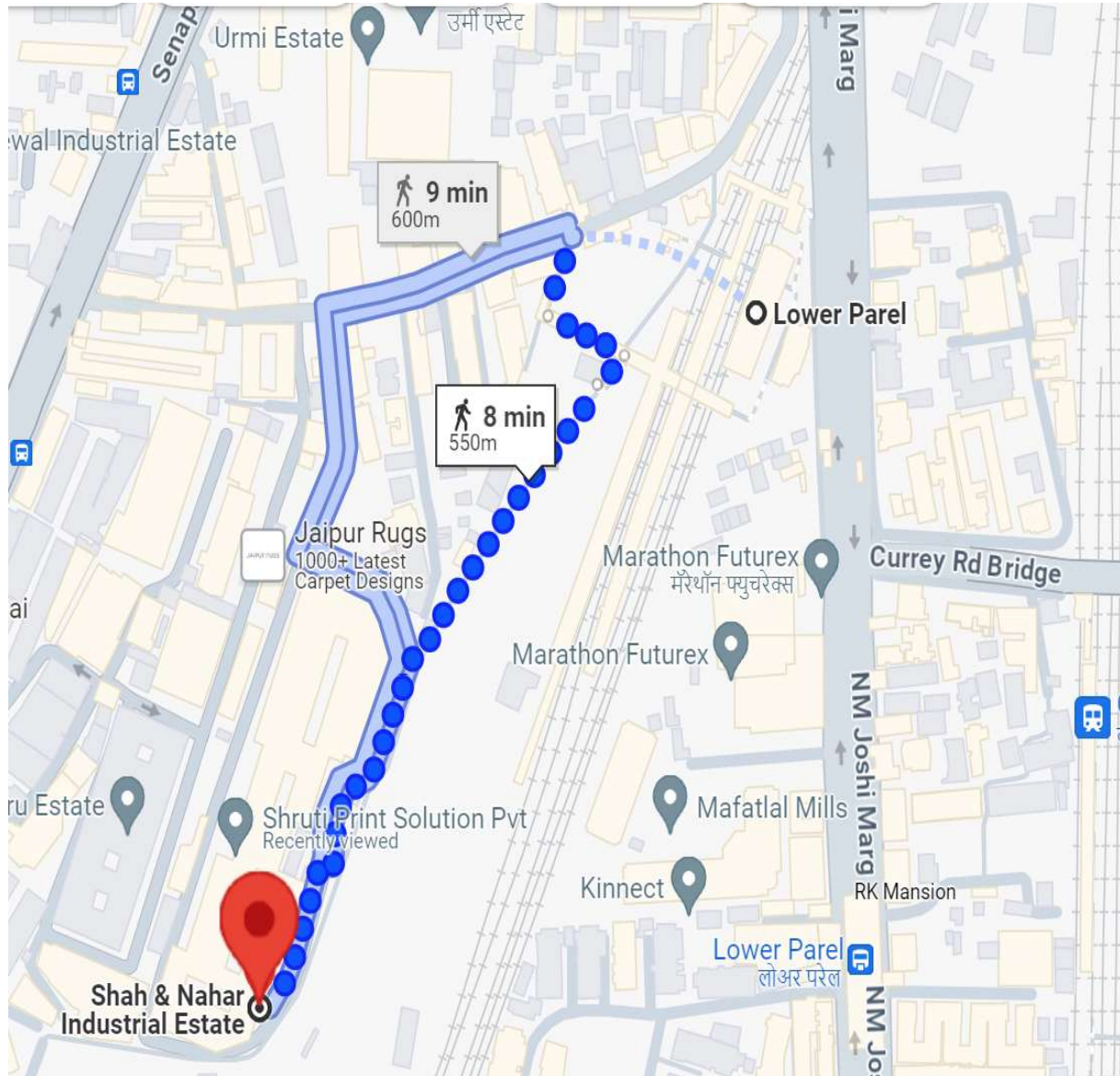


**Annexure to Item 2 & 4 of the Notice.**

Details of appointment of Independent Director seeking regularisation of his appointment at the Annual General Meeting

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting) <b>Name of the Director and DIN</b>	<b>Mrs. Janki Bhavin Jethwa</b> <b>(DIN 03111564)</b>	<b>Mr. Sandeep Dubey</b> <b>(DIN:07760812)</b>
<b>Date of Birth</b>	29/01/1987	10/05/1989
<b>Date of Appointment</b>	31/03/2025	04/09/2025
<b>Purpose</b>	<b>Retire by rotation:</b> <input type="checkbox"/> Liable to retire by rotation offers herself for reappointment.	Regularization of Appointment as Independent Director
<b>Number of shares held in the Company</b>	7,75,000	NIL
<b>List of the directorships held in other companies*</b>	NIL	2
<b>Number of Board Meetings attended during the year 2025-26</b>	NIL	NIL
<b>Chairman/ Member in the Committees of the Boards of companies in which he is Director*</b>	None	Member in Audit Committee, Nomination and Remuneration Committee, Stakeholder's Relationship Committee
<b>Relationships between Directors inter-se</b>	Wife of Mr. Bhavin Kantilal Jethwa	NONE
<b>Remuneration details (Including Sitting Fees &amp; Commission)</b>	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](mailto:compliance@neelamgarments.com) | Website:**

**[www.neelamgarments.com](http://www.neelamgarments.com)**

**I hereby record my presence at the Annual General Meeting of the Company held on Tuesday, 30<sup>th</sup> September, 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](mailto:compliance@neelamgarments.com) | Website: [www.neelamgarments.com](http://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 Annual General Meeting of the Company to be held on Tuesday, September 30, 2025; at 12:00 noon. 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:

**Ordinary Business:**

1. Adoption of Financial Statement for the financial year ended 31<sup>st</sup> March, 2025.
2. Re-appointment of Mrs. Janki Bhavin Jethwa (DIN: 03111564) as a Whole-Time director of the Company liable to retire by rotation.

**Special Business:**

3. To confirm appointment of M/s. Naveen Karn & Co. as the Secretarial Auditor of the Company for a period of one term of five years from 1st April, 2025 to 31st March, 2030 w.e.f. 1st April, 2025.
4. To regularize the appointment of Mr. Sandeep Dubey as a Non-Executive Independent Director of the Company.
5. To alter the Articles of Association of the Company.

Signed this ..... day of ....., 2025

Signature of shareholder .....

Signature of Proxy holder(s) .....

Affix

Revenue

Stamp of

1. **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.