



Nilkamal Limited

CIN: L25209DN1985PLC000162

Registered Office: Survey No.354/2 and 354/3, Near Rakholi Bridge, Silvassa Khanvel Road, Vasona, Silvassa 396 230, Union Territory of Dadra and Nagar Haveli and Daman and Diu.

Website: www.nilkamal.com, **Email Id:** investor@nilkamal.com, **Tel:** +91 022 - 42358888

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended)

E-VOTING STARTS ON	E-VOTING ENDS ON
Wednesday, April 09, 2025 (9.00 a.m. IST)	Thursday, May 08, 2025 (5.00 p.m. IST)

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of Nilkamal Limited ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act"), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 10/2022 dated December 28, 2022, General Circular 9/2023 dated September 25, 2023 and General Circular 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice are annexed hereto.

The Board of Directors has appointed Mr. Bhaskar Upadhyay (FCS 8663, CP 9625), Partner, M/s. N. L. Bhatia & Associates, Practicing Company Secretary, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Shareholders to cast their votes electronically. The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

The Postal Ballot Notice is also placed on the website of the Company www.nilkamal.com and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com and shall also be available on the websites of the Stock Exchange where the shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com

The Postal Ballot Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company/ Depositories, in accordance with the aforesaid MCA and SEBI Circular. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process.

The e-voting period commences from 09.00 a.m. (IST) on Wednesday, April 09, 2025, and ends at 05.00 p.m. (IST) on Thursday, May 08, 2025. Members are requested to peruse the proposed resolution along with the explanatory statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said Resolution not later than 05:00 p.m. (IST) on Thursday, May 08, 2025 (the last day to cast vote electronically). Remote e-Voting will be blocked immediately thereafter and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company or any person authorised by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-Voting process)

along with the Scrutinizer's Report will be announced by the Chairman or such person as authorised, on or before Monday, May 12, 2025. The same will be displayed on the website of the Company www.nilkamal.com the website of NSDL www.evoting.nsdl.com and also shall be communicated to BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com, where the Company's equity shares are listed and be made available on their respective websites.

In accordance with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the resolution as contained in this Postal Ballot Notice shall be deemed to have been passed at a General Meeting of Members on the last date specified by the Company for E-Voting i.e. Thursday, May 08, 2025 if the same is approved by the members of the Company with requisite majority.

SPECIAL BUSINESS:

1. To approve re-appointment of Mr. Hiten V. Parekh (DIN: 00037550) as the Executive Director designated as Managing Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members be and is hereby accorded to the re-appointment of Mr. Hiten V. Parekh (DIN: 00037550) as the Executive Director, designated as Managing Director of the Company, for a period of 5 (five) years, with effect from April 1, 2025 to March 31, 2030 (both days inclusive), liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Hiten V. Parekh shall, subject to superintendence, control, and directions of the Board of Directors, have substantial powers of management of the affairs of the Company and shall perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred upon him by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) of the Company to give effect to this resolution."

2. To approve payment of remuneration to Mr. Hiten V. Parekh (DIN: 00037550) as the Executive Director designated as Managing Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded for the terms and conditions of re-appointment including the remuneration of Mr. Hiten V. Parekh (DIN: 00037550) as the Executive Director, designated as Managing Director of the Company, for a period of 5 (five) years, with effect from April 1, 2025 to March 31, 2030 (both days inclusive), as stated in the explanatory statement annexed to the Notice, with authority to the Board of Directors (which term shall be deemed to include any committee thereof) to alter and vary the terms and conditions of the said re-appointment including remuneration PROVIDED HOWEVER THAT the total remuneration by way of salary, allowances, perquisites, benefits, amenities and commission, shall be in accordance with the applicable provisions of the Act.

RESOLVED FURTHER THAT in the event, if in any financial year, the Company does not have any profit or has inadequate profits, the Company shall pay to Mr. Hiten V. Parekh, the remuneration as detailed in the explanatory statement annexed to the Notice as the minimum remuneration, subject to the applicable provisions of the Act.

RESOLVED FURTHER THAT pursuant to the regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby also accorded to pay the remuneration to Mr. Hiten V. Parekh within the scale as stated in the explanatory statement annexed to the Notice, notwithstanding that the remuneration payable to him in any year exceeds Rs. 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during his tenure i.e. up to March 31, 2030.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) of the Company to give effect to this resolution."

3. **To approve re-appointment of Mr. Manish V. Parekh (DIN: 00037724) as the Executive Director designated as Joint Managing Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members be and is hereby accorded to the re-appointment of Mr. Manish V. Parekh (DIN: 00037724) as the Executive Director, designated as Joint Managing Director of the Company, for a period of 5 (five) years, with effect from April 1, 2025 to March 31, 2030 (both days inclusive), liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Manish V. Parekh shall, subject to superintendence, control, and directions of the Board of Directors, have substantial powers of management of the affairs of the Company and shall perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred upon him by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) of the Company to give effect to this resolution."

4. **To approve payment of remuneration to Mr. Manish V. Parekh (DIN: 00037724) as the Executive Director designated as Joint Managing Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded for the terms and conditions of re-appointment including the remuneration of Mr. Manish V. Parekh (DIN: 00037724) as the Executive Director, designated as Joint Managing Director of the Company, for a period of 5 (five) years, with effect from April 1, 2025 to March 31, 2030 (both days inclusive), as stated in the explanatory statement annexed to the Notice, with authority to the Board of Directors (which term shall be deemed to include any committee thereof) to alter and vary the terms and conditions of the said re-appointment including remuneration PROVIDED HOWEVER THAT the total remuneration by way of salary, allowances, perquisites, benefits, amenities and commission, shall be in accordance with the applicable provisions of the Act.

RESOLVED FURTHER THAT in the event, if in any financial year, the Company does not have any profit or has inadequate profits, the Company shall pay to Mr. Manish V. Parekh, the remuneration as detailed in the explanatory statement annexed to the Notice as the minimum remuneration, subject to the applicable provisions of the Act.

RESOLVED FURTHER THAT pursuant to the regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby also accorded to pay the remuneration to Mr. Manish V. Parekh within the scale as stated in the explanatory statement annexed to the Notice, notwithstanding that the remuneration payable to him in any year exceeds Rs. 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during his tenure i.e. up to March 31, 2030.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) of the Company to give effect to this resolution."

5. **To approve re-appointment of Mr. Nayan S. Parekh (DIN: 00037597) as the Executive Director designated as Joint Managing Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any

statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members be and is hereby accorded to the re-appointment of Mr. Nayan S. Parekh (DIN: 00037597) as the Executive Director, designated as Joint Managing Director of the Company, for a period of 5 (five) years, with effect from April 1, 2025 to March 31, 2030 (both days inclusive), liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Nayan S. Parekh shall, subject to superintendence, control, and directions of the Board of Directors, have substantial powers of management of the affairs of the Company and shall perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred upon him by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) of the Company to give effect to this resolution."

6. **To approve payment of remuneration to Mr. Nayan S. Parekh (DIN: 00037597) as the Executive Director designated as Joint Managing Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded for the terms and conditions of re-appointment including the remuneration of Mr. Nayan S. Parekh (DIN: 00037597) as the Executive Director, designated as Joint Managing Director of the Company, for a period of 5 (five) years, with effect from April 1, 2025 to March 31, 2030 (both days inclusive), as stated in the explanatory statement annexed to the Notice, with authority to the Board of Directors (which term shall be deemed to include any committee thereof) to alter and vary the terms and conditions of the said re-appointment including remuneration PROVIDED HOWEVER THAT the total remuneration by way of salary, allowances, perquisites, benefits, amenities and commission, shall be in accordance with the applicable provisions of the Act.

RESOLVED FURTHER THAT in the event, if in any financial year, the Company does not have any profit or has inadequate profits, the Company shall pay to Mr. Nayan S. Parekh, the remuneration as detailed in the explanatory statement annexed to the Notice as the minimum remuneration, subject to the applicable provisions of the Act.

RESOLVED FURTHER THAT pursuant to the regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby also accorded to pay the remuneration to Mr. Nayan S. Parekh within the scale as stated in the explanatory statement annexed to the Notice, notwithstanding that the remuneration payable to him in any year exceeds Rs. 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during his tenure i.e. up to March 31, 2030.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) of the Company to give effect to this resolution."

By Order of the Board of Directors
For Nilkamal Limited

Sd/-

Sagar Mehta
Company Secretary & Compliance Officer
Membership No: A44900

Mumbai: March 26, 2025

Registered Office:-
Survey No. 354/2 and 354/3,
Near Rakholi Bridge, Silvassa Khanvel
Road, Vasona Silvassa - 396 230,
Union Territory of Dadra and Nagar
Haveli and Daman and Diu.

NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, setting out the material facts concerning the said Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the voting rights is Friday, March 28, 2025 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
3. The Notice is being electronically sent to all the Members of the Company, whose name appear on the Register of Members/ List of Beneficial Owners as received from National Security Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) and whose email addresses are registered with the Company or with the depository(ies)/depository participants as on the Cut-off date. It is however, clarified that all members of the Company as on the closure of Cut-off date (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e. www.nilkamal.com and on the website of NSDL <https://www.evoting.nsdl.com/>
5. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The e-voting period commences on Wednesday, April 09, 2025 (9.00 a.m. IST) and ends on Thursday, May 08, 2025 (5.00 p.m. IST).
7. All documents referred in the Notice and the Explanatory Statement will be available for inspection by the members without payment of any fee from the date of circulation of Notice upto the date of announcement of results.
8. Mr. Bhaskar Upadhyay (FCS 8663, CP 9625), Partner, M/s. N. L. Bhatia & Associates, Practicing Company Secretary has been appointed as the Scrutinizer for conducting the Postal Ballot, in accordance with law, through remote e-voting process in a fair and transparent manner.
9. Remote e-Voting instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:
 - a. 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.
 - b. Login method for Individual shareholders holding securities in demat mode/physical mode is given below:

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





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

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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p> <ol style="list-style-type: none"> Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">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; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<p>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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 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>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.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 able to see the e-Voting option where the evoting 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) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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. 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.com or call at 022 - 4886 7000
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. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services 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 133490 followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 133490 then user ID is 133490001***

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'.
 - 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:
- 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.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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?

- 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.
- 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.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhaskar@nlba.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@nilkamal.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@nilkamal.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

In terms of provisions of Section 102 of the Companies Act, 2013, Secretarial Standard – 2 on General Meetings and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 1 & 2:

The Members of the Company at the Annual General Meeting held on August 14, 2020, based on the recommendation of the Nomination and Remuneration Committee ('NRC') and the Board of Directors of the Company ('Board'), had accorded their approval by way of a Special Resolution to the appointment Mr. Hiten V. Parekh (DIN: 00037550) as Executive Director, designated as Joint Managing Director of the Company up to the close of the business hours on August 14, 2020 and as Managing Director of the Company with effect from August 15, 2020 till the remaining period of his tenure i.e. March 31, 2025.

Considering his extensive knowledge, business skills, managerial experience and capabilities, the Board, at its meeting held on March 26, 2025, based on the recommendation of the NRC of the Company and subject to the approval of Members, approved the re-appointment of Mr. Hiten V. Parekh (DIN: 00037550) as the Executive Director, designated as Managing Director of the Company for a period of five years with effect from April 1, 2025 to March 31, 2030 (both days inclusive), liable to determination for retirement by rotation, on the terms & conditions as may be decided by the Board/NRC of the Board from time to time subject to such necessary sanctions and approvals as may be applicable.

Brief Profile of Mr. Hiten V. Parekh:

Mr. Hiten V. Parekh, aged 61, is a Commerce graduate from Mumbai University and holds a Diploma in Quality Systems and Management. A veteran in the manufacturing sector with over 40 years of experience, he has been associated with the Company since its inception. He oversees operations across multiple factories nationwide and ensures quality control and assurance, solidifying the Company's position as a market leader and earning it numerous awards.

He along with Mr. Manish Parekh charted out the furniture business growth plans by entering into modular furniture, metal furniture and mattress business over and above plastic moulded furniture business.

Mr. Hiten Parekh is being instrumental in setting up state of art manufacturing facilities for production catering to new business which will help Nilkamal to reduce its dependency on imports of finished goods as well as establishing itself as a prominent player in the Indian Market. He also oversees the business of the subsidiary located in Sri Lanka.

Hence, Members approval is sought for re-appointment of Mr. Hiten V. Parekh as the Executive Director designated as Managing Director of the Company on the following terms and conditions including remuneration in accordance with the applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The material terms and conditions of the agreement to be entered with Mr. Hiten V. Parekh are as under:

1. Tenure of his appointment:

The Company to employ Mr. Hiten V. Parekh to serve the Company as the Executive Director, designated as Managing Director of the Company for a period of five years with effect from April 1, 2025 to March 31, 2030 (both days inclusive).

2. Duties:

- i. Mr. Hiten V. Parekh shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time. Subject to the supervision and control of the Board, the Managing Director be entrusted with substantial powers of management which are in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries and/or joint venture companies including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries and/or joint venture companies or any other executive body or any Committee of such a Company.
- ii. The Managing Director shall not, except in the proper course of performance of his duties during or at any time after the period of his employment or as may be required by law, divulge to any person whatever or otherwise make use of and shall use his best endeavours to prevent the publication or disclosure of any Confidential Information of the Company or any of its subsidiaries or associated or joint venture companies or any of its or their suppliers, agents, distributors or customers.
- iii. The office of the said Managing Director shall be liable to determination for retirement by rotation pursuant to the provisions of the Companies Act, 2013 and the Articles of Association of the Company.
- iv. Mr. Hiten V. Parekh to comply with the Company's Code of Conduct for Board of Directors and Senior Management Personnel, Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons, as amended from time to time.

3. Remuneration:

A. Basic Salary:

Basic Salary in the scale/range of Rs. 13,50,000/- to Rs. 20,00,000/- per month, during his tenure of office. The annual increments which will be effective 1st April each year, will be decided by the Nomination and Remuneration Committee and the Board of Directors of the Company.

B. Perquisites and Allowances:

- i. House Rent Allowance not exceeding 50% of the basic salary per month.
- ii. Leave travel allowance at one month's basic salary.
- iii. The Company shall provide suitable conveyance facilities.
- iv. The Company shall provide telephone, telefax and other communications facilities including at the residence.
- v. Medical expenses incurred for self and family in India or abroad including hospitalization, nursing home and surgical charges and in case of medical treatment abroad, the airfare and boarding / lodging expenses for patient and attendant.
- vi. Membership fees/ subscription subject to a maximum of 2 clubs.
- vii. Contribution to Provident fund, Superannuation fund, National Pension Scheme or Annuity fund and Gratuity fund as per the Rules of the Company.
- viii. Leave encashment of unavailed leaves as per the Rules of the Company.
- ix. Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time.

C. Commission:

Commission to the extent of 1% of the net profit of the Company over and above the net profits of Rs. 50.00 Crores for each financial year as calculated under Section 198 and such other applicable provisions, if any, of the Companies Act, 2013.

D. Valuation of perquisites:

Perquisites shall be valued as per the Income Tax Rules, wherever applicable, and in the absence of any such rules, it shall be valued at actual cost.

E. Computation of ceiling:

The contribution to provident fund, gratuity and encashment of leave shall not be included in the computation of perquisites for the purposes of ceiling to the extent these are not taxable under the Income-tax Act, 1961.

F. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Mr. Hiten V. Parekh shall be paid remuneration by way of salary, perquisites and allowances and commission as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Act, from time to time.

Further, in accordance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, he shall be paid the above remuneration even if the compensation payable to him in any year exceeds Rs. 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during his tenure.

Mr. Hiten V. Parekh satisfies all the conditions as set out in Part I of Schedule V as also under sub - section 3 of Section 196 of the Companies Act, 2013 for being eligible to be appointed as the Managing Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Mr. Hiten V. Parekh is not debarred from holding the office of Director pursuant to any SEBI/MCA order. The additional details of Mr. Hiten V. Parekh as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are annexed to this Notice.

The copy of draft agreement, is available on the Company's website at investor@nilkamal.com for inspection through electronic mode by the members.

Mr. Hiten V. Parekh is interested in the resolution set out at Item No. 1 & 2 of the Notice. Mr. Manish V. Parekh – Joint Managing Directors and Mr. Vamanrai V. Parekh – Chairman Emeritus, being related to Mr. Hiten V. Parekh may be deemed to be interested in the said Item. Other relatives of Mr. Hiten V. Parekh, Mr. Manish V. Parekh and Mr. Vamanrai V. Parekh may be deemed to be interested in the resolution set out at Item No. 1 & 2 of the Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

The Board recommends the Special Resolution set forth in Item No. 1 & 2 for the approval of the members.

Item No. 3 & 4:

The Members of the Company at the Annual General Meeting held on August 14, 2020, based on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company (Board), had accorded their approval by way of a Special Resolution to the appointment Mr. Manish V. Parekh (DIN: 00037724) as Whole Time Director designated as an Executive Director of the Company for a period of five years commencing from April 1, 2020 to March 31, 2025. Subsequently at the Annual General Meeting held on August 4, 2021, the members re-designated Mr. Manish V. Parekh (DIN: 00037724) as Joint Managing Director of the Company with effect of February 9, 2021 for the remaining tenure of his appointment i.e. upto March 31, 2025, on the same terms and conditions including remuneration as approved earlier by the Members.

Considering his extensive knowledge, business skills, managerial experience and capabilities, the Board, at its meeting held on March 26, 2025, based on the recommendation of the NRC of the Company and subject to the approval of Members, approved the re-appointment of Mr. Manish V. Parekh (DIN: 00037724) as the Executive Director, designated as Joint Managing Director of the Company for a period of five years with effect from April 1, 2025 to March 31, 2030 (both days inclusive), liable to determination for retirement by rotation, on the terms & conditions as may be decided by the Board/NRC of the Board from time to time subject to such necessary sanctions and approvals as may be applicable.

Brief Profile of Mr. Manish V. Parekh:

Mr. Manish V. Parekh, aged 56, holds a bachelor's degree in commerce from Mumbai University and has completed the prestigious Owner/President Management (OPM) program at Harvard Business School. With nearly 35 years of extensive marketing experience, he plays a pivotal role in overseeing the furniture business of the Company.

Mr. Manish V. Parekh has been instrumental in building a robust dealer network that caters to the remotest regions of the country, driving the Company's position as a market leader in India and one of the largest producers of moulded plastic furniture globally.

His leadership is key in launching the modular furniture and mattress business by focusing on brand engagement, brand building and product offerings through multiple channels with focus on retail and e-commerce.

Hence, Members approval is sought for re-appointment of Mr. Manish V. Parekh as the Executive Director, designated as Joint Managing Director of the Company on the following terms and conditions including remuneration in accordance with the applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The material terms and conditions of the agreement to be entered with Mr. Manish V. Parekh are as under:

1. Tenure of his appointment:

The Company to employ Mr. Manish V. Parekh to serve the Company as the Executive Director, designated as Joint Managing Director of the Company for a period of five years with effect from April 1, 2025 to March 31, 2030 (both days inclusive).

2. Duties:

- i. Mr. Manish V. Parekh shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time. Subject to the supervision and control of the Board, the Joint Managing Director be entrusted with substantial powers of management which are in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries and/or joint venture companies including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries and/or joint venture companies or any other executive body or any Committee of such a Company.
- ii. The Joint Managing Director shall not, except in the proper course of performance of his duties during or at any time after the period of his employment or as may be required by law, divulge to any person whatever or otherwise make use of and shall use his best endeavours to prevent the publication or disclosure of any Confidential Information of

the Company or any of its subsidiaries or associated or joint venture companies or any of its or their suppliers, agents, distributors or customers.

- iii. The office of the said Joint Managing Director shall be liable to determination for retirement by rotation pursuant to the provisions of the Companies Act, 2013 and the Articles of Association of the Company.
- iv. Mr. Manish V. Parekh to comply with the Company's Code of Conduct for Board of Directors and Senior Management Personnel, Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons, as amended from time to time.

3. Remuneration:

A. Basic Salary:

Basic Salary in the scale/range of Rs. 12,00,000/- to Rs. 20,00,000/- per month, during his tenure of office. The annual increments which will be effective 1st April each year, will be decided by the Nomination and Remuneration Committee and the Board of Directors of the Company.

B. Perquisites and Allowances:

- i. House Rent Allowance not exceeding 50% of the basic salary per month.
- ii. Leave travel allowance at one month's basic salary.
- iii. The Company shall provide suitable conveyance facilities.
- iv. The Company shall provide telephone, telefax and other communications facilities including at the residence.
- v. Medical expenses incurred for self and family in India or abroad including hospitalization, nursing home and surgical charges and in case of medical treatment abroad, the airfare and boarding / lodging expenses for patient and attendant.
- vi. Membership fees/ subscription subject to a maximum of 2 clubs.
- vii. Contribution to Provident fund, Superannuation fund, National Pension Scheme or Annuity fund and Gratuity fund as per the Rules of the Company.
- viii. Leave encashment of unavailed leaves as per the Rules of the Company.
- ix. Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time.

C. Commission:

Commission to the extent of 1% of the net profit of the Company over and above the net profits of Rs. 50.00 Crores for each financial year as calculated under Section 198 and such other applicable provisions, if any, of the Companies Act, 2013.

D. Valuation of perquisites:

Perquisites shall be valued as per the Income Tax Rules, wherever applicable, and in the absence of any such rules, it shall be valued at actual cost.

E. Computation of ceiling:

The contribution to provident fund, gratuity and encashment of leave shall not be included in the computation of perquisites for the purposes of ceiling to the extent these are not taxable under the Income-tax Act, 1961.

F. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Mr. Manish V. Parekh shall be paid remuneration by way of salary, perquisites and allowances and commission as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Act, from time to time.

Further, in accordance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 he shall be paid the above remuneration even if the compensation payable to him in any year exceeds Rs. 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during his tenure.

Mr. Manish V. Parekh satisfies all the conditions as set out in Part I of Schedule V as also under sub - section 3 of Section 196 of the Companies Act, 2013 for being eligible to be appointed as the Joint Managing Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Mr. Manish V. Parekh is not debarred from holding the office of Director pursuant to any SEBI/MCA order. The additional details of Mr. Manish V. Parekh as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are annexed to this Notice.

The copy of draft agreement, is available on the Company's website at investor@nilkamal.com for inspection through electronic mode by the members.

Mr. Manish V. Parekh is interested in the resolution set out at Item No. 3 & 4 of the Notice. Mr. Hiten V. Parekh – Managing Directors and Mr. Vamanrai V. Parekh – Chairman Emeritus, being related to Mr. Manish V. Parekh may be deemed to be interested in the said Item. Other relatives of Mr. Manish V. Parekh, Mr. Hiten V. Parekh and Mr. Vamanrai V. Parekh may be deemed to be interested in the resolution set out at Item No. 3 & 4 of the Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

The Board recommends the Special Resolution set forth in Item No. 3 & 4 for the approval of the members.

Item No. 5 & 6:

The Members of the Company at the Annual General Meeting held on August 14, 2020, based on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company (Board), had accorded their approval by way of a Special Resolution to the appointment Mr. Nayan S. Parekh (DIN: 00037597) as a Whole Time Director designated as an Executive Director of the Company for a period of Five Years commencing from April 1, 2020 to March 31, 2025.

Considering his extensive knowledge, business skills, managerial experience and capabilities, the Board, at its meeting held on March 26, 2025, based on the recommendation of the NRC of the Company and subject to the approval of Members, approved the re-appointment of Mr. Nayan S. Parekh (DIN: 00037597) as the Executive Director, designated as Joint Managing Director of the Company for a period of five years with effect from April 1, 2025 to March 31, 2030 (both days inclusive), liable to determination for retirement by rotation, on the terms & conditions as may be decided by the Board/NRC of the Board from time to time subject to such necessary sanctions and approvals as may be applicable.

Brief Profile of Mr. Nayan S. Parekh:

Mr. Nayan S. Parekh, aged 53, holds a bachelor's degree in Plastic Engineering from the University of Massachusetts, United States of America. He has also completed the prestigious Owner/President Management (OPM) program at Harvard Business School. With an extensive and diverse career spanning 29 years, Mr. Nayan S. Parekh has gained invaluable experience across various domains.

He plays a pivotal role in overseeing the operations of multiple factories and directs the Company's Material Handling business. Under his guidance, Nilkamal has achieved a commanding position in the Material Handling industry, revolutionizing the sector through innovative solutions.

Mr. Nayan S. Parekh has expanded material handling business by venturing into material handling equipment business, manufacturing and selling of metal recking and storage solution systems and entered into joint ventures with Cambro Manufacturing Co., USA to serve the hospitality industries. Additionally, he oversees the business of its subsidiary, NCB-FZE, located in the Ajman Free Trade Zone.

Hence, Members approval is sought for re-appointment of Mr. Nayan S. Parekh as the Executive Director, designated as Joint Managing Director of the Company on the following terms and conditions including remuneration in accordance with the applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The material terms and conditions of the agreement to be entered with Mr. Nayan S. Parekh are as under:

1. Tenure of his appointment:

The Company to employ Mr. Nayan S. Parekh to serve the Company as the Executive Director, designated as Joint Managing Director of the Company for a period of five years with effect from April 1, 2025 to March 31, 2030 (both days inclusive).

2. Duties:

- i. Mr. Nayan S. Parekh shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time. Subject to the supervision and control of the Board, the Joint Managing Director be entrusted with substantial powers of management which are in connection with and

in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries and/or joint venture companies including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries and/or joint venture companies or any other executive body or any Committee of such a Company.

- ii. The Joint Managing Director shall not, except in the proper course of performance of his duties during or at any time after the period of his employment or as may be required by law, divulge to any person whatever or otherwise make use of and shall use his best endeavours to prevent the publication or disclosure of any Confidential Information of the Company or any of its subsidiaries or associated or joint venture companies or any of its or their suppliers, agents, distributors or customers.
- iii. The office of the said Joint Managing Director shall be liable to determination for retirement by rotation pursuant to the provisions of the Companies Act, 2013 and the Articles of Association of the Company.
- iv. Mr. Nayan S. Parekh to comply with the Company's Code of Conduct for Board of Directors and Senior Management Personnel, Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons, as amended from time to time.

3. Remuneration:

A. Basic Salary:

Basic Salary in the scale/range of Rs. 11,00,000/- to Rs. 20,00,000/- per month, during his tenure of office. The annual increments which will be effective 1st April each year, will be decided by the Nomination and Remuneration Committee and the Board of Directors of the Company.

B. Perquisites and Allowances:

- i. House Rent Allowance not exceeding 50% of the basic salary per month.
- ii. Leave travel allowance at one month's basic salary.
- iii. The Company shall provide suitable conveyance facilities.
- iv. The Company shall provide telephone, telefax and other communications facilities including at the residence.
- v. Medical expenses incurred for self and family in India or abroad including hospitalization, nursing home and surgical charges and in case of medical treatment abroad, the airfare and boarding / lodging expenses for patient and attendant.
- vi. Membership fees/ subscription subject to a maximum of 2 clubs.
- vii. Contribution to Provident fund, Superannuation fund, National Pension Scheme or Annuity fund and Gratuity fund as per the Rules of the Company.
- viii. Leave encashment of unavailed leaves as per the Rules of the Company.
- ix. Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time.

C. Commission:

Commission to the extent of 1% of the net profit of the Company over and above the net profits of Rs. 50.00 Crores for each financial year as calculated under Section 198 and such other applicable provisions, if any, of the Companies Act, 2013.

D. Valuation of perquisites:

Perquisites shall be valued as per the Income Tax Rules, wherever applicable, and in the absence of any such rules, it shall be valued at actual cost.

E. Computation of ceiling:

The contribution to provident fund, gratuity and encashment of leave shall not be included in the computation of perquisites for the purposes of ceiling to the extent these are not taxable under the Income-tax Act, 1961.

F. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Mr. Nayan S. Parekh shall be paid remuneration by way of salary, perquisites and allowances and commission as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Act, from time to time.

Further, in accordance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, he shall be paid the above remuneration even if the compensation payable to him in any year exceeds Rs. 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during his tenure.

Mr. Nayan S. Parekh satisfies all the conditions as set out in Part I of Schedule V as also under sub - section 3 of Section 196 of the Companies Act, 2013 for being eligible to be appointed as the Joint Managing Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Mr. Nayan S. Parekh is not debarred from holding the office of Director pursuant to any SEBI/MCA order. The additional details of Mr. Nayan S. Parekh as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are annexed to this Notice.

The copy of draft agreement, is available on the Company's website at investor@nilkamal.com for inspection through electronic mode by the members.

Mr. Nayan S. Parekh is interested in the resolution set out at Item No. 5 & 6 of the Notice. Mr. Sharad V. Parekh – Chairman, being related to Mr. Nayan S. Parekh may be deemed to be interested in the said Item. Other relatives of Mr. Nayan S. Parekh and Mr. Sharad V. Parekh may be deemed to be interested in the resolution set out at Item No. 5 & 6 of the Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

The Board recommends the Special Resolution set forth in Item No. 5 & 6 for the approval of the members.

By Order of the Board of Directors
For Nilkamal Limited

Sd/-

Sagar Mehta
Company Secretary & Compliance Officer
Membership No: A44900

Mumbai: March 26, 2025

Registered Office:-
Survey No. 354/2 and 354/3,
Near Rakholi Bridge, Silvassa Khanvel
Road, Vasona Silvassa - 396 230,
Union Territory of Dadra and Nagar
Haveli and Daman and Diu.

ANNEXURE TO THE NOTICE

Details of the Directors seeking re-appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on General Meeting]

Name of Director	Mr. Hiten V. Parekh						
Type	Executive Director designated as Managing Director of the Company						
DIN	00037550						
Date of Birth	May 27, 1963						
Nationality	Indian						
Age	61 years						
Date of First Appointment on the Board	December 9, 1985						
Qualification	Details Provided in the Explanatory Statement annexed to this Postal Ballot.						
Nature of expertise in specific functional areas							
Terms and Conditions of Appointment/ re-appointment	The details are provided in the item no. 1 and 2 / Explanatory Statement annexed to this Postal Ballot.						
Remuneration proposed to be paid	The details are provided in the item no. 1 and 2 / Explanatory Statement annexed to this Postal Ballot.						
Remuneration last drawn	The following remuneration was paid during the last Six (6) years:						
							(Rs.in Lakhs)
	Financial Year	2024-25	2023-24	2022-23	2021-22	2020-21#	2019-20
	Salary & Perquisites	318.89	304.21	276.47	263.53	175.49	246.92
	Commission	\$	101.30	121.25	57.15	99.51	119.00
	Total		405.51	397.72	320.68	275.00	365.92
Brief profile	Details Provided in the Explanatory Statement annexed to this Postal Ballot.						
Directorship in other Companies	Cambro Nilkamal Private Limited Nilkamal Eswaran Plastics Private Limited Nilkamal Builders Private Limited Starshine Land Developers Private Limited Parekh Presidency Centre Realty LLP						
* Chairmanships / Memberships of the Committees of the Board of Directors of the Company	Stakeholders' Relationship Committee – Member						
* Chairmanships / Memberships of the Committees of the Board of Directors of the other Companies in which he is a Director	None						
Listed entities from which the director has resigned in the past three years.	None						
No. of Board Meetings attended during the year (for F.Y. 2024-25)	5						

No. of Equity Shares held	18,01,738
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Mr. Hiten V. Parekh is the son of Mr. Vamanrai V. Parekh and brother of Mr. Manish V. Parekh

In the F.Y. 2020-21, due to Covid Pandemic, there was a reduction in payment of salary.

\$ Commission shall be decided by the Board/NRC at the time of approval of Audited financial results for the F.Y. 2024-25.

* Chairmanships / Memberships of only Audit Committees and Stakeholders' Relationship Committees have been included in the aforesaid table.

Name of Director	Mr. Manish V. Parekh						
Type	Executive Director designated as Joint Managing Director of the Company						
DIN	00037724						
Date of Birth	February 4, 1969						
Nationality	Indian						
Age	56 years						
Date of First Appointment on the Board	April 1, 2000						
Qualification	Details Provided in the Explanatory Statement annexed to this Postal Ballot.						
Nature of expertise in specific functional areas							
Terms and Conditions of Appointment/ re-appointment	The details are provided in the item no. 3 and 4 / Explanatory Statement annexed to this Postal Ballot.						
Remuneration proposed to be paid	The details are provided in the item no. 3 and 4 / Explanatory Statement annexed to this Postal Ballot.						
Remuneration last drawn	The following remuneration was paid during the last Six (6) years: (Rs.in Lakhs)						
	Financial Year	2024-25	2023-24	2022-23	2021-22	2020-21#	2019-20
	Salary & Perquisites	317.79	308.30	285.35	259.90	179.91	236.47
	Commission	\$	101.30	121.25	57.15	99.51	119.00
	Total		409.60	406.60	317.05	279.42	355.47
Brief profile	Details Provided in the Explanatory Statement annexed to this Postal Ballot.						
Directorship in other Companies	Nilkamal Eswaran Plastics Private Limited Nilkamal Builders Private Limited Shrimant Holdings Private Limited Sri Lotus Real Estate Creators (India) Private Limited Starshine Land Developers Private Limited Parekh Presidency Centre Realty LLP						
* Chairmanships / Memberships of the Committees of the Board of Directors of the Company	None						
* Chairmanships / Memberships of the Committees of the Board of Directors of the other Companies in which he is a Director	None						

Listed entities from which the director has resigned in the past three years.	None
No. of Board Meetings attended during the year (for F.Y. 2024-25)	5
No. of Equity Shares held	15,16,043
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Mr. Manish V. Parekh is the son of Mr. Vamanrai V. Parekh and brother of Mr. Hiten V. Parekh.

In the F.Y. 2020-21, due to Covid Pandemic, there was a reduction in payment of salary.

\$ Commission shall be decided by the Board/NRC at the time of approval of Audited financial results for the F.Y. 2024-25.

* Chairmanships / Memberships of only Audit Committees and Stakeholders' Relationship Committees have been included in the aforesaid table.

Name of Director	Mr. Nayan S. Parekh						
Type	Executive Director designated as Joint Managing Director of the Company						
DIN	00037597						
Date of Birth	March 8, 1972						
Nationality	Indian						
Age	53 years						
Date of First Appointment on the Board	April 1, 2000						
Qualification	Details Provided in the Explanatory Statement annexed to this Postal Ballot.						
Nature of expertise in specific functional areas							
Terms and Conditions of Appointment/re-appointment	The details are provided in the item no. 5 and 6 / Explanatory Statement annexed to this Postal Ballot.						
Remuneration proposed to be paid	The details are provided in the item no. 5 and 6 / Explanatory Statement annexed to this Postal Ballot.						
Remuneration last drawn	The following remuneration was paid during the last Six (6) years:						
							(Rs.in Lakhs)
	Financial Year	2024-25	2023-24	2022-23	2021-22	2020-21#	2019-20
	Salary & Perquisites	275.46	278.42	253.16	229.96	159.09	226.61
	Commission	\$	101.30	121.25	57.15	99.51	119.00
	Total		379.72	374.41	287.11	258.60	345.61
Brief profile	Details Provided in the Explanatory Statement annexed to this Postal Ballot.						
Directorship in other Companies	Cambro Nilkamal Private Limited Nilkamal Eswaran Plastics Private Limited Heirloom Finance Private Limited Shrimant Holdings Private Limited Starshine Land Developers Private Limited Sri Lotus Real Estate Creators (India) Private Limited Parekh Presidency Centre Realty LLP						

*Chairmanships / Memberships of the Committees of the Board of Directors of the Company	None
* Chairmanships / Memberships of the Committees of the Board of Directors of the other Companies in which he is a Director	None
Listed entities from which the director has resigned in the past three years.	None
No. of Board Meetings attended during the year (for F.Y. 2024-25)	5
No. of Equity Shares held	22,02,344
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Mr. Nayan S. Parekh is the son of Mr. Sharad V. Parekh.

In the F.Y. 2020-21, due to Covid Pandemic, there was a reduction in payment of salary.

\$ Commission shall be decided by the Board/NRC at the time of approval of Audited financial results for the F.Y. 2024-25.

* Chairmanships / Memberships of only Audit Committees and Stakeholders' Relationship Committees have been included in the aforesaid table.