



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 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 |
|---|---|
| Monday, August 25, 2025 (9.00 a.m. IST) | Tuesday, September 23, 2025 (5.00 p.m. IST) |

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed for approval by the members of **Nilkamal Limited** ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 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 09/2023 dated September 25, 2023 and General Circular 09/2024 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 reenactment 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 remote 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 remote e-voting period commences from 09.00 a.m. (IST) on Monday, August 25, 2025, and ends at 05.00 p.m. (IST) on Tuesday, September 23, 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 Tuesday, September 23, 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 Thursday, September 25, 2025. The said results along with the Scrutinizer's Report 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. Tuesday, September 23, 2025 if the same is approved by the members of the Company with requisite majority.

SPECIAL BUSINESS:

1. Appointment of Mr. Gautam G. Chakravarti (DIN 00004399) 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 Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), in terms of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded for the appointment of Mr. Gautam G. Chakravarti (DIN: 00004399), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent Director) of the Company with effect from July 29, 2025, and who has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for appointment, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years, i.e. from July 29, 2025 to July 28, 2030.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval be and is hereby given for continuation of Mr. Gautam G. Chakravarti, beyond July 02, 2028, as an Non-Executive Independent Director of the Company on account of his attaining the age of 75 years on the said date.

RESOLVED FURTHER THAT the Board of Directors or any other person authorized by the Board of Directors and/or Company Secretary of the Company be and are hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

**By order of the Board
For Nilkamal Limited**

Sd/-
Sagar Mehta
Company Secretary
Membership No: A44900

Mumbai: July 29, 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 Daman and Diu.

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto and forms part of this Notice. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment as Non-Executive Independent Director are also annexed to this 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, August 15, 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. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. 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.
8. The e-voting period commences from 09.00 a.m. (IST) on Monday, August 25, 2025, and ends at 05.00 p.m. (IST) on Tuesday, September 23, 2025. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
9. 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.
10. 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.
11. 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 |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <p>For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider 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.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div> |
| 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 my easi 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. 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 | 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. |
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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. 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number 135003 followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 135003 then user ID is 135003001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. 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 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

Pursuant to Section 102(1) of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 1

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Gautam G. Chakravarti (DIN 00004399), as an Additional Director (Non- Executive Independent Director) of the Company, with effect from July 29, 2025 under Sections 149, 150 and 152 of the Act read with the applicable rules made thereunder, including Schedule IV to the Act, and Article 69(i) of the Articles of Association of the Company.

In accordance with the provisions of Section 161(1) of the Act read with Regulation 17(1C) of Listing Regulations, Mr. Gautam G. Chakravarti shall hold office until the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. A notice under Section 160 of the Act has been received from Mr. Gautam G. Chakravarti proposing his candidature for appointment as an Non-Executive Independent Director. Mr. Gautam G. Chakravarti is eligible to be appointed as an Non-Executive Independent Director for a term upto five consecutive years. The Company has also received a declaration from Mr. Gautam G. Chakravarti confirming that he meets the criteria for independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Non-Executive Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

With the belief that creation of a diverse pipeline of succession for the Board Members is vital for creating a robust future for the Company, the Nomination and Remuneration Committee considers candidates having experience and expertise across industries for appointment on the Board. It also deliberates on various factors including current tenure of directors, skill matrix including skill-gaps, diversity, time- commitment and statutory requirements while considering the appointment of any person on the Board. This ensures smooth transitions in key Board positions.

For appointment of Mr. Gautam G. Chakravarti on the Board, the Nomination and Remuneration Committee took into consideration his extensive experience across multinational corporations and leading Indian business houses. Further, the Nomination and Remuneration Committee also noted that skills, expertise and competencies possessed by Mr. Gautam G. Chakravarti were in alignment with the skills and expertise, identified by the Committee and the Board, for the directors of the Company.

Brief profile of Mr. Gautam G. Chakravarti is as follows:

Mr. Gautam G. Chakravarti (DIN 00004399) aged 72 years, is an accomplished professional with a distinguished academic and corporate background. He holds a Bachelor's degree in Physics, a Master's in Economics, and has completed the Post Graduate Program in Management from the Indian Institute of Management, Ahmedabad. He has further enhanced his leadership and strategic capabilities through executive development programs at globally renowned institutions including Wharton Business School (USA), MIT (USA), and Unilever's International Management Training Centre (UK).

Mr. Gautam G. Chakravarti is a seasoned business leader with over 49 years of extensive experience across multinational corporations and leading Indian business houses, including Hindustan Unilever Limited, Mahindra and Mahindra, Reliance Communications, Blackstone India, and Mafatlal Industries Limited etc. He has held senior leadership roles in multicultural environments, contributing significantly to strategic business growth, governance, and organizational development. He currently serves as an Independent Non-Executive Director on the Board of Atul Finserv Limited, a deemed public company and wholly owned subsidiary of Atul Ltd.

Mr. Gautam G. Chakravarti is also actively involved in social and academic initiatives. He serves as Trustee and Honorary Treasurer of the Indian Cancer Society, a reputed NGO. He has also been a visiting faculty at leading academic institutions such as ICAI Business School (Mumbai/Pune), SCMHRD (Pune), IMT (Ghaziabad), XIM (Bhubaneswar), and UPH (Jakarta, Indonesia).

Besides, he collaborates with top-tier HR consulting firms including SHL, Aon Kincentric, Mercer India, and EY's Human Capital Advisory practice, contributing to leadership development and executive assessment projects. His expertise spans across:

- Business Strategy & Finance
- Strategic HR & Organization Design
- Customer & Supply Chain Management
- Performance Management & Strategic Leadership

Mr. Gautam G. Chakravarti brings to the Board a wealth of knowledge, integrity, and independence, and plays a vital role in enhancing corporate governance standards and stakeholder value.

In the opinion of the Board, Mr. Gautam G. Chakravarti fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Non-Executive Independent Director. The Board firmly believes that Mr. Gautam G. Chakravarti deep understanding of complex businesses will prove invaluable for the Company in its ongoing journey of growth. His experience in multiple areas and businesses will allow him to offer a unique perspective and insights.

Pursuant to Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, a listed entity shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect. Mr. Gautam G. Chakravarti will be crossing 75 years of age during the tenure of his proposed appointment. This special resolution being considered at item no. 1 of this Postal Ballot Notice for his appointment shall also be considered as sufficient compliance with the provisions of Regulation 17(1A) of the Listing Regulations for his appointment and no separate resolution is being considered for the same.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided in Annexure to this Notice. A copy of the draft Letter of Appointment for Independent Directors is available for inspection as per the procedure of inspection details provided in note no 1 of this Notice. The remuneration payable to Mr. Gautam G. Chakravarti shall be governed by the Nomination and Remuneration Policy of the Company.

Mr. Gautam G. Chakravarti and his relatives may be deemed to be interested in this resolution to the extent of his appointment and shareholding, if any, in the Company. None of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Gautam G. Chakravarti as an Non-Executive Independent Director in the interest of the Company and recommends the Special Resolution as set out at Item No. 1 for approval of Members.

**By Order of the Board of Directors
For Nilkamal Limited**

Sd/-
Sagar Mehta
Company Secretary
Membership No: A44900

Mumbai: July 29, 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 appointment

(Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings)

| | |
|---|--|
| Name of the Director & DIN | Mr. Gautam G. Chakravarti (DIN 00004399) |
| Nationality | Indian |
| Age / Date of Birth | 72 years / July 02, 1953 |
| Date of first appointment on Board | July 29, 2025 |
| Qualifications | Bachelor's degree in Physics, a Master's in Economics, and Post Graduate Program in Management from the Indian Institute of Management, Ahmedabad. |
| Expertise in specific functional areas | Experience of over 49 years in various companies including MNCs and large Indian Business Houses in multi-cultural environments |
| Brief Resume | Refer the Notice and Explanatory Statement. |
| Fulfilment of Skill and Capabilities for Role (for Independent Directors) | |
| Terms and conditions of appointment or reappointment | Appointment as an Non-Executive Independent Director for a period of 5 consecutive years effective from July 29, 2025 to July 28, 2030 (for further details refer Item No. 1 of Notice and Explanatory Statement). |
| Details of remuneration last drawn (FY 2024-2025) | Not Applicable |
| Details of remuneration sought to be paid | The remuneration payable to Mr. Gautam G. Chakravarti shall be governed by the Nomination and Remuneration Policy of the Company. |
| Listed entities from which Director resigned in the past three years | Mafatlal Industries Limited w.e.f. May 29, 2025 |
| Directorships held in other companies (excluding foreign companies) | Atul Finserv Limited |
| Chairmanship/Membership of the Committees of other Companies in which position of Director is held. | None |
| Number of Board Meetings attended during financial year. | FY2024-25: Not Applicable FY2025-26: No meeting has been held after his appointment till the date of this Postal Ballot Notice |
| Relation with other Directors & Key Managerial Personnel (KMP) of the Company. | None |
| No of shares held in the Company | Nil |

By Order of the Board of Directors
For Nilkamal Limited

Sd/-
Sagar Mehta
Company Secretary
Membership No: A44900

Mumbai: July 29, 2025

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