



December 09, 2024

To,
The Manager
Listing Compliance,
Department of Corporate Services,
BSE Limited
25th Floor, P.J. Towers, Dalal Street, Fort
Mumbai- 400 001

Sub.: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Scrip Code: 512565

Dear Sir/Madam,

In continuation to our letter dated December 02, 2024 and pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is in the process of conducting Postal Ballot (only by means of remote e-voting) for seeking approval of the members of the Company for Appointment of Mrs. Sangeeta Vijay Kumar (DIN:10704866) as an Independent Director, by way of special resolution.

In compliance with the provisions of the Companies Act, 2013 read with Rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (including any statutory modification(s), amendment(s) or re-enactment(s) thereof from time to time), the Notice of Postal Ballot is being dispatched to all the Members through electronic mode, whose e-mail addresses are registered with the Depository Participants/the Company/the Registrar and Share Transfer Agent of the Company ("Link Intime") as on the cut-off date i.e. Friday, December 6, 2024. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

Accordingly, pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of Postal Ballot dated December 02, 2024.

The assent or dissent on the above resolution can be communicated by the members through remote e-voting process ('e-voting'), within the following period:

Commencement of e-voting:	9:00 a.m. (IST) on Tuesday, December 10, 2024
End of e-voting:	5:00 p.m. (IST) on Wednesday, January 8, 2025

The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide remote e-voting facility.

The Notice is also hosted on the Company's website at www.rtexports.com in the investors section and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

Please take the same on your record and oblige.

Thanking you,

Yours faithfully,
For Neelkanth Limited
(Formerly known as R T Exports Limited)

Yogesh Thakersey Dawda
Chairman & Wholetime Director
DIN: 01767642

Encl: A/a

NEELKANTH LIMITED
(Formerly known as R T EXPORTS LIMITED)
508, Dalamal House, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021
T: 022-22812000 Email: compliance@rtexports.com CIN: L68100MH1980PLC022582
Website: www.rtexports.com

POSTAL BALLOT NOTICE

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

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-Voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars'), to transact the special business as set out hereunder by passing Special Resolution, by way of postal ballot only, by voting through electronic means ('remote e-Voting').

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof ('Statement') is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms an integral part of this Notice.

In compliance with the MCA Circulars, Neelkanth Limited ('the Company') is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/Depositories. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at: www.rtexports.com.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Tuesday, December 10, 2024
End of e-voting:	5:00 p.m. (IST) on Wednesday, January 8, 2025

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SPECIAL BUSINESS

Appointment of Mrs. Sangeeta Vijay Kumr (DIN:10704866) as an Independent Director

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT Mrs. Sangeeta Vijay Kumar (DIN: 10704866) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective November 13, 2024, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 (**‘Act’**) read with related Rules (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), as amended, and the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Sangeeta Vijay Kumar (DIN: 10704866), who has been appointed as an Additional Director (Non-Executive, Independent) of the Company and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing from November 13, 2024 to November 12, 2029 (both days inclusive).”

By Order of the Board of Directors of Neelkanth Limited

SD/-

Yogesh Thakarsey Dawda
Chairman & Wholetime Director
DIN: 01767642

Place: Mumbai

Date: December 2, 2024

Registered Office:

508, Dalamal House, J. B. Road,
Nariman Point, Mumbai – 400 021,
Maharashtra, India.
CIN: L68100MH1980PLC022582
Email: headoffice@rtexports.com
Website: rtexports.com

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Notes:

1. The Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms an integral part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/Link Intime India Private Limited, the Company's Registrars and Transfer Agent ('RTA'), as on **Friday, December 6, 2024 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a member as on the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in note no. 14 of this Notice.
5. The remote e-Voting shall commence on **Tuesday, December 10, 2024, at 9:00 a.m. (IST)** and shall end on **Wednesday, January 8, 2025, at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
6. The Board of Directors of the Company has appointed Mr. Hemanshu Upadhyay (Membership No. ACS- 46800, CP No. 20259 of M/s. HRU & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner. The Scrutinizer has consented to act as Scrutinizer for this postal ballot.
7. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the postal ballot through remote e-Voting within two working days from the conclusion of the postal ballot through remote e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.

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8. The result of the postal ballot declared along with the Scrutinizer's Report ('Result') shall be placed on the Company's website www.rtexports.com and on the website of NSDL www.evoting.nsdl.com immediately after the Result is declared by the Chairman or any other person so authorised by him, and the same shall be communicated to the Stock Exchange, i.e., BSE Limited ('BSE'), where the equity shares of the Company are listed. The Result shall also be displayed on the notice board of the Company at its Registered Office at 508, Dalamal House, J. B. Road, Nariman Point, Mumbai - 400 021.
9. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-Voting i.e., **Wednesday, January 8, 2025**.
10. Members may download the Notice from the website of the Company at www.rtexports.com or the website of NSDL at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Members desirous of inspecting the documents referred to in the Notice (read with the Statement) may send their requests to headoffice@rtexports.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID between the period **Tuesday, December 10, 2024 to Wednesday, January 8, 2025**.
13. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.rtexports.com) duly filled and signed along with requisite supporting documents to Link Intime India Private Limited at C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083.
14. **Process to cast votes through remote e-Voting:**

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:

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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>	<ol style="list-style-type: none"> 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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. 3. 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

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<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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>
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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 22 55 33

B) Login Method for e-Voting 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?

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Website: www.rtexports.com

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 followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 132334 then user ID is 132334001***

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

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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.

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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 is in active status.
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 hemanshu.upadhyay14@gmail.com 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 (Sagar S. Gudhate) at evoting@nsdl.com

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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 headoffice@rtexports.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 headoffice@rtexports.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.

By Order of the Board of Directors of Neelkanth Limited

SD/-

Yogesh Thakarsey Dawda
Chairman & Wholetime Director
DIN: 01767642

Place: Mumbai

Date: December 2, 2024

Registered Office:

508, Dalamal House, J. B. Road,
Nariman Point, Mumbai – 400 021,
Maharashtra, India.

CIN: L68100MH1980PLC022582

Email: headoffice@rtexports.com

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STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the proposed Resolution mentioned in the accompanying Notice.

The Board of Directors at their meeting held on November 13, 2023, based on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Sangeeta Vijay Kumar (DIN:10704866) as an Additional Director (Non-Executive, Independent) on the Board of the Company effective from November 13, 2024, for a term of five consecutive years i.e. till November 12, 2029.

Pursuant to Regulation 17(1C) of Listing Regulations, Mrs. Sangeeta Vijay Kumar shall hold office until the date of the next General Meeting or for a period of three months from the date of appointment, whichever is earlier.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, and Regulation 16 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), appointed Mrs. Sangeeta Vijay Kumar as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from November 13, 2024 to November 12, 2029 (both days inclusive).

Mrs. Sangeeta Vijay Kumar is a Chartered Accountant with over 15 years of extensive experience. She specializes in Statutory Audits, Direct Taxation, and Corporate Social Responsibility (CSR) & Sustainability Reporting for corporate organizations. After earning her fellowship from the Institute of Chartered Accountants of India (ICAI) in 2014, she has further strengthened her expertise by completing various certificate courses in IND AS, BRSR, and FAFD. She is also a certified Peer Reviewer by the Professional Review Board (PRB) and holds a certification in computer programming. In addition to her professional roles, she is an active thought leader and has been a guest speaker and panelist on topics such as Social Audits and the Social Stock Exchange. The Board was satisfied that the appointment of Mrs. Sangeeta Vijay Kumar is justified due to her expertise in the field of accounting and taxation.

The Board noted that Mrs. Kumar's background, qualification, experience, skills, attributes and personality is in coherence with the criteria, role and capabilities identified by the NRC and that Mrs. Sangeeta Vijay Kumar is eligible for appointment as an Independent Director.

Further, Mrs. Kumar has confirmed that she is independent of the Management of the Company and that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

The profile and specific areas of expertise of Mrs. Sangeeta Vijay Kumar and other relevant information as required under SEBI Listing Regulations and Secretarial Standard on General Meetings are provided as an annexure to this Notice.

In the opinion of the Board, Mrs. Kumar is a person of integrity and fulfils the conditions specified under the

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Act read with Rules thereunder and the SEBI Listing Regulations for her appointment as an Independent Director of the Company.

Further, the Board has also appointed Mrs. Kumar as the Chairperson and Member of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee effective from November 13, 2024.

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, except Mrs. Sangeeta Vijay Kumar, to whom the resolution relates, are concerned or interested in the Resolution mentioned in the Notice.

In compliance with the provisions of Section 149 of the Act read with Schedule IV to the Act and Regulation 17 and 25 of the SEBI Listing Regulations, the approval of the Members is sought for the appointment of Mrs. Sangeeta Vijay Kumar as an Independent Director on the Board of the Company, as a special resolution as set out above.

The Board recommends the special resolution set forth in the Notice for the approval of the Members.

By Order of the Board of Directors of Neelkanth Limited

**SD/-
Yogesh Thakarsey Dawda
Chairman & Wholetime Director
DIN: 01767642**

**Place: Mumbai
Date: December 2, 2024**

Registered Office:
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Maharashtra, India.
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INFORMATION OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS)

Name of the Director	Mrs. Sangeeta Vijay Kumar
DIN	10704866
Designation	Independent Director
Date of Birth & Age	07.04.1973, 51 years
Nationality	Indian
Expertise in specific functional areas	With over 15 years of extensive experience in the field of Chartered Accountancy, Mrs. Sangeeta Vijay Kumar specializes in Statutory Audits, Direct Taxation, and Corporate Social Responsibility (CSR) & Sustainability Reporting for corporate organizations. After earning her fellowship from the Institute of Chartered Accountants of India (ICAI) in 2014, she has further strengthened her expertise by completing various certificate courses in IND AS, BRSR, and FAFD. She is also a certified Peer Reviewer by the Professional Review Board (PRB) and holds a certification in computer programming. In addition to her professional roles, she is an active thought leader and has been a guest speaker and panelist on topics such as Social Audits and the Social Stock Exchange.
Qualification	Chartered Accountant
Experience	Experience in the field of Chartered Accountancy, Mrs. Sangeeta Vijay Kumar specializes in Statutory Audits, Direct Taxation, and Corporate Social Responsibility (CSR) & Sustainability Reporting for corporate organizations.

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Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Refer notice & explanatory statement
Terms and Conditions of appointment	5 years i.e. November 13, 2024, to November 12, 2029.
Details of Remuneration sought to be paid and the remuneration last drawn	Sitting fees as approved by the Board from time to time
Listed entities in which the director has resigned in the past three years	Nil
Date of first appointment by the Board	13.11.2024
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related
Number of Meetings of the Board attended during the year 2024-25	Nil
Directorship in other Companies	1. Asian Warehousing Limited 2. Neelkanth Realtors Limited
Membership/ Chairmanship of Committees of other Boards	<u>Asian Warehousing Limited</u> Audit Committee- Chairperson Nomination & Remuneration Committee - Chairperson Stakeholders Relationship Committee - Chairperson <u>Neelkanth Realtors Limited</u> Audit Committee- Chairperson Nomination & Remuneration Committee - Chairperson Stakeholders Relationship Committee - Member

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