

New India Retailing & Investment Limited

CIN: L15421WB1933PLC023070

Regd. Office: 9/1, R.N. Mukherjee Road, 5th Floor, Kolkata - 700 001

Tel: +91-33-2242 9956, 2248 7068, Fax: +91 33 2248 6369

E-mail: newindia@birlasugar.org, Website: www.niril.in

ADDENDUM TO THE NOTICE OF 91ST ANNUAL GENERAL MEETING OF NEW INDIA RETAILING & INVESTMENT LIMITED ("THE COMPANY")

This Addendum is being issued by New India Retailing & Investment Limited ("the Company") in continuation of Notice dated 30th May, 2025 (Circulated on 9th July, 2025) convening the 91st Annual General Meeting ("AGM") of the members of the Company scheduled to be held on Friday, 1st August, 2025 at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"):

The following special business is added in the aforesaid Notice as Item No. 5 dealing with the appointment and remuneration of Secretarial Auditors and Item No. 6 towards re-appointment and remuneration of Whole-time Director designated as Executive Director of the Company.

This Addendum is to be read in conjunction with the AGM Notice dated 30th May, 2025 and Annual Report for F.Y. 2024-25 as available on the website of the Company and the Calcutta Stock Exchange Limited, where the shares of the Company are listed. The Notice of the AGM was dispatched on 9th July, 2025 to all the members of the Company in due compliance with the provisions of the Companies Act, 2013 and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India.

Special Business:

5. **To appoint Messrs M R & Associates, Company Secretaries, as Secretarial Auditors for a term of upto 5(five) consecutive years, fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee, Messrs M R & Associates, Company Secretaries, Kolkata, (Firm Registration Number P2003WB008000) be and are hereby appointed as Secretarial Auditors of the Company for a term of upto 5(Five) consecutive years, to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of 96th (ninety sixth) AGM of the Company to be held in the Year 2030, at a remuneration to be fixed by the Board of Directors of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

6. **To re-appoint Mrs. Pooja Goenka (DIN: 00544791) as Whole-time Director designated as Executive Director for a period of five years and remuneration payable to her and in this regard to consider and if thought fit, pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the relevant provisions of the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for re-appointment of Mrs. Pooja Goenka (DIN: 00544791) as a Whole-time Director designated as Executive Director of the Company for a period of 5(five) years with effect from 12th May, 2025, liable to retire by rotation, if required, on such terms and conditions as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mrs. Pooja Goenka, provided that such variation or increase including her remuneration, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013;

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RESOLVED FURTHER THAT Mrs. Pooja Goenka shall, subject to superintendence, control and directions of the Board of Directors perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred upon her by the Board;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the tenure of Mrs. Pooja Goenka as an Executive Director, consent of the Company be and is hereby accorded to the payment of remuneration as set out in the Explanatory Statement annexed to the Notice by way of Minimum Remuneration;

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company, be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

9/1, R.N. Mukherjee Road
Kolkata - 700 001
Dated - 17th July, 2025

By Order of the Board
For **New India Retailing & Investment Limited**

Preeti Lakhmani
Company Secretary
Membership No. F8923

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following statements sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 5

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

SEBI vide its notification dated 12th December, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations). The Amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFDPoD- 2/CIR/P/2024/185 dated 31st December, 2024 (the Circular) have inter-alia prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

Pursuant to the amended Regulation 24A of the Listing Regulations, w.e.f. 01st April, 2025, every Listed Company on the recommendation of the Board of Directors shall appoint or re-appoint (i) an Individual as Secretarial Auditor for not more than one term of five consecutive years or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting and who shall be a Peer Reviewed Company Secretary certified.

In accordance with the above, based on the recommendation of the Audit Committee the Board of Directors at it's meeting held on 5th May, 2025 has considered, approved and recommended to the Shareholders of the Company for their approval, the appointment of Messrs M R & Associates, Company Secretaries, Kolkata, (Firm Registration Number P2003WB008000), as Secretarial Auditors of the Company at the ensuing 91st Annual General Meeting for a term of upto 5(Five) consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 96th (ninety sixth) AGM of the Company to be held in the Year 2030, and issue (i) Secretarial Audit Report under Section 204 of the Companies Act, 2013 & (ii) Secretarial Compliance Report under Regulation 24A(2) of the Listing Regulations.

Messrs M R & Associates, Company Secretaries, shall be paid a Remuneration of ₹30,000/- (Rupees thirty thousand only) for F.Y.2025-26 plus applicable taxes and out of pocket expenses and for the remaining term i.e., financial years 2026-27 to 2029-30, the remuneration shall be mutually decided, subject to annual review.

Messrs M R & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in Item No. 5.

The Board of Directors recommends the resolution at Item No. 5 for approval of the Members by way of Ordinary Resolution.

Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Particulars	Details
Proposed secretarial audit fee payable to auditors	₹30,000/- (Rupees thirty thousand only) for F.Y.2025-26 plus applicable taxes and out of pocket expenses and for the remaining term i.e., financial years 2026-27 to 2029-30, the remuneration shall be mutually decided, subject to annual review.
Terms of appointment	For a term of upto 5(Five) consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 96 th (ninety sixth) AGM of the Company to be held in the Year 2030.
Any material change in the fee payable to the new auditor from that paid to the outgoing auditor along with the rationale for such change	There is no material change in the fees payable to Messrs M R & Associates.

Particulars	Details
Basis of recommendation and auditor credentials	<p>The recommendations are based on the fulfilment of the eligibility criteria and qualification prescribed under the Act, Rules made thereunder and Listing Regulations, 2015 with regard to experience of the partners, secretarial audits undertaken, capability, independent assessment, audit experience and evaluation of the quality of audit done in the past.</p> <p>Brief Profile of Secretarial Auditors:</p> <p>M R & Associates, Company Secretaries, is a leading firm of practicing Company Secretaries with over 29 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations, IBC and NCLT. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc.</p>

Item No. 6

Since the tenure of Mrs. Pooja Goenka as a Whole-time Director designated as Executive Director was expiring on 11th May, 2025, therefore, considering her rich experience and active involvement in business operations and based on the recommendation of the Nomination & Remuneration committee, the Board of Directors at its meeting held on 5th May, 2025 re-appointed Mrs. Pooja Goenka (DIN: 00544791) as Whole-time Director designated as Executive Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 12th May, 2025 on the existing remuneration and following terms and conditions subject to the approval of the members:

- a) She would be entitled to a minimum remuneration of ₹20,00,000/- (Rupees Twenty Lakhs only) per annum apart from other remunerations as may be decided by the Board / Nomination & Remuneration Committee on a yearly basis and in accordance with the prescribed guidelines stipulated under the Companies Act, 2013 and Rules made there under from time to time. Such remuneration shall be all inclusive and she will not be entitled to any other perquisites. However, she would be entitled to retirement benefit of gratuity, as applicable. She would also be entitled to reimbursement of all expenses i.e. telephone calls, travelling and other expenses that are incurred for the purpose of the business of the Company.
- b) Her appointment may be terminated by giving three months' notice by either side without assigning any reason whatsoever.
- c) Wherein in any financial year during the tenure of her employment, the company has no profit or its profit is inadequate, the remuneration payable to her will be as outlined above or shall be revised as per the limits provided in Schedule V to the Companies Act, 2013, subject to the approvals, if any, required in this regard, of shareholders/ Central Government, as the case may be.
- d) She shall not be paid any sitting fees for attending the meeting of the Board of Directors or any Committee thereof during her tenure as Executive Director. Her office shall be liable to determination by retirement of Directors by rotation.
- e) The Board may from time to time entrust to Mrs. Pooja Goenka such of the powers exercisable by it as it thinks fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with restrictions as it may think expedient.
- f) She shall immediately cease to be the Whole-time Director if she ceases to hold the office of Director for any cause.
- g) She shall comply with the Company's Code of Conduct and other codes and policies framed by the Company from time to time.
- h) The terms and conditions of appointment including remuneration of the Whole- time Director may be altered and varied from time to time during her tenure of appointment by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and subject to the same being in accordance and within the limits specified in Schedule V and other applicable provisions of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof as may be applicable at the relevant time.

No Director, Key Managerial Personnel or their relatives except Mrs. Pooja Goenka is directly or indirectly concerned or interested in the resolution, financially or otherwise except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the resolution at Item No. 6 for approval of the Members by way of Ordinary Resolution.

Particulars of Director seeking appointment/re-appointment at the 91st Annual General Meeting (In pursuance of Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2):

Particulars	Details
Name	Mrs. Pooja Goenka
Date of birth	27 th May, 1969
Brief profile covering experience skills and capabilities	She is a graduate and has rich experience in managing designer store.
Date of first appointment	13 th May, 2016
Terms and Conditions of Appointment/ Reappointment	Liable to retire by rotation
Inter-se relationship	None
Shareholding	NIL
Number of Board Meetings attended during the year (2024-25)	5 (five)
Other Directorships	1. Udaipur Cotton Mills Co. Ltd. 2. Meenakshi Mercantiles Ltd.
Chairmanship/Membership of Committees of other Companies*	Nil
Listed companies from which the Director has resigned in the past three years	Not Applicable

*Directorship includes only of public companies and Committee membership includes only Audit/Stakeholders' Relationship Committee of Public Limited Companies.

Note: The above points shall be taken as an integral part of the Notice dated 30th May, 2025. All other contents of the Notice dated 30th May, 2025 remain unchanged.

By Order of the Board
For **New India Retailing & Investment Limited**

Preeti Lakhmani
Company Secretary
Membership No. F8923

9/1, R.N. Mukherjee Road
Kolkata - 700 001
Dated - 17th July, 2025