

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. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), to transact the special businesses as set out hereunder 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 Resolutions 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, April 28, 2026
End of e-voting:	5:00 p.m. (IST) on Wednesday, May 27, 2026

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

ITEM NO. 1

To approve amendment in the Articles of Association 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 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and other applicable law(s) [including any statutory modification(s) or re-enactment thereof for the time being in force] and subject to such other approvals, consents and permissions as may be necessary in this regard, the consent of the members be and is hereby accorded to amend the Articles of Association (‘Articles’) of the Company by inserting the following new Article numbered as **58A** under the head ‘Board of Directors’:

58A. The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to file necessary forms with the Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 2

To appoint Mr. Devidas Jayram Shejul (DIN: 10868647) as an Independent Director

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, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (collectively referred to as the “Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as the “Listing Regulations”) or any other law applicable to the Company [including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force], and as recommended by the Nomination and Remuneration Committee of the Board of Directors and as approved by the Board of Directors of the Company at their respective meetings held on March 20, 2026, Mr. Devidas Jayram Shejul (DIN: 10868647), who was appointed as an Additional Director in the capacity of an Independent Director with effect from March 20, 2026, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as the Director in the capacity of and as an Independent Director of the Company for a term of 5 (five) years with effect from March 20, 2026 to March 19, 2031, and whose period of office shall not be liable to determination by retirement of directors by rotation.”

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ITEM NO. 3

To appoint Mr. Bhavik Bhimjyani (DIN: 00160121) as Chairman & Managing Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder (collectively referred to as the “Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as the “Listing Regulations”) or any other law applicable to the Company [including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with relevant provisions of the Articles of Association of the Company (as amended), and as recommended by the Nomination and Remuneration Committee of the Board of Directors and as approved by the Board of Directors of the Company at their respective meetings held on April 21, 2026, Mr. Bhavik Bhimjyani (DIN: 00160121) who was appointed as an Additional Director in the capacity of Chairman & Managing Director with effect from April 21, 2026, be and is hereby appointed as Chairman & Managing Director of the Company for a term of 5 (five) years with effect from April 21, 2026 to April 20, 2031, liable to retire by rotation, without any remuneration, with the authority to the Board of Directors of the Company to decide on payment of remuneration in future, on recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, from time to time within the limits provided in the said Schedule V or any amendment thereto for the time being in force.”

By Order of the Board of Directors of Neelkanth Limited

Sd/-

Mahima Shah

Company Secretary & Compliance Officer

Membership No. A74785

Place: Mumbai

Date: April 21, 2026

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 Resolutions 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/MUFG Intime India Private Limited, the Company's Registrars and Transfer Agent ('RTA'), as on **Friday, April 24, 2026 ('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 Resolutions 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, April 28, 2026, at 9:00 a.m. (IST)** and shall end on **Wednesday, May 27, 2026, 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.
8. The result of the postal ballot declared along with the Scrutinizer's Report ('Result') shall be placed on the

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Company's website www.rtexports.com and on the website of NSDL www.evoting.nsd.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 Resolutions, 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, May 27, 2026**.
10. Members may download the Notice from the website of the Company at www.rtexports.com or the website of NSDL at www.evoting.nsd.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, April 28, 2026 to Wednesday, May 27, 2026**.
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 MUFG 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:

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.

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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"> 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. 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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5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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. 1800-21-09911

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?

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.

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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 139188 then user ID is 139188001***

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

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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 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.

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7. Once you confirm your vote on the resolutions, 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.

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 shareholders/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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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/-
Mahima Shah
Company Secretary & Compliance Officer
Membership No. A74785**

**Place: Mumbai
Date: April 21, 2026**

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



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

ITEM NO. 1

The Company proposes to amend its Articles of Association (“AOA”) by inserting a new provision under the head ‘Board of Directors’ to provide that the same individual may be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

This amendment is proposed to provide flexibility to the Company in structuring its leadership and management in an efficient manner, in accordance with applicable provisions of the Companies Act, 2013 and other applicable laws.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, alteration of Articles of Association requires approval of the members by way of a Special Resolution.

A copy of the existing Articles of Association along with the proposed amendment is available for inspection by the members at the registered office of the Company during business hours on all working days up to the date of the last day of voting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1, except to the extent of their shareholding, if any.

The Board recommends the Special Resolution set out at Item No. 1 for approval of the members.

ITEM NO. 2

The Board of Directors at their meeting held on March 20, 2026, based on the recommendation of Nomination & Remuneration Committee, appointed Mr. Devidas Jayram Shejul (DIN: 10868647) as an Additional Director (Non-Executive, Independent) on the Board of the Company effective from March 20, 2026, for a term of five consecutive years i.e. till March 19, 2031.

Pursuant to Regulation 17(1C) of Listing Regulations, Mr. Devidas Jayram Shejul 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 Nomination and Remuneration Committee (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 Mr. Devidas Jayram Shejul as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from March 20, 2026 to March

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19, 2031 (both days inclusive).

Mr. Devidas Jayram Shejul is a qualified lawyer and a member of Bar Council of Maharashtra & Goa and practising as an advocate since 2007.

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

Further, Mr. Shejul has confirmed that he is independent of the Management of the Company and 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 Independent Director of the Company.

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

In the opinion of the Board, Mr. Shejul is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for his appointment as an Independent Director of the Company.

Mr. Shejul has given a declaration that he meets the criteria of independence as provided under Section 149(6) of Act and Regulation 16(1)(b) of the Listing Regulations and that he has not been restrained, debarred or disqualified from being appointed or continuing as a director of any company by virtue of any order passed by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any other Statutory Authorities. He is not disqualified from being appointed as a director in terms of Section 164 of the Act.

Further, the Board has also appointed Mr. Shejul as Member of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee effective from March 20, 2026.

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, except Mr. Devidas Jayram Shejul, 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 Mr. Devidas Jayram Shejul 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 out at Item No. 2 for approval of the members.

ITEM NO. 3

The Board of Directors at their meeting held on April 21, 2026, based on the recommendation of Nomination & Remuneration Committee, appointed Mr. Bhavik Bhimjyani (DIN:00160121) as an Additional Director in the capacity of Chairman & Managing Director on the Board of the Company effective from April 21, 2026, for a term of five consecutive years i.e. till April 20, 2031, without any remuneration for time being, subject to approval of members.

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Pursuant to Regulation 17(1C) of Listing Regulations, Mr. Bhavik Bhimjyani 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.

Pursuant to the provisions of Sections 149, 152, 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Mr. Bhavik Bhimjyani as Chairman & Managing Director requires approval of the Members of the Company.

Mr. Bhavik Bhimjyani is the Promoter of the Company. He is a graduate and MBA from Wharton School of Management, University of Pennsylvania. He was with the Mergers and Acquisitions Group at Lazard Freres in New York and worked on some of the firm's most successful deals such as the sale of Hot Jobs to Yahoo. He also worked at the Technology Group in Merrill Lynch Investment Bank in New York, USA. On returning to India sometime in 2003, Mr. Bhavik has been taking active interest in the family's Business. It would be therefore in the interest of the Company to appoint Mr. Bhimjyani as Chairman & Managing Director of the Company.

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

A copy of draft letter of appointment of Mr. Bhavik R. Bhimjyani is available for inspection by the members at the registered office of the Company during business hours on all working days up to the date of the last day of evoting.

Mr. Bhimjyani has given a declaration that he has not been restrained, debarred or disqualified from being appointed or continuing as a director of any company by virtue of any order passed by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any other Statutory Authorities. He is not disqualified from being appointed as a director in terms of Section 164 of the Act.

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

The Board recommends the Ordinary Resolution set out at Item No. 3 for approval of the members.

By Order of the Board of Directors of Neelkanth Limited

**Sd/-
Mahima Shah
Company Secretary & Compliance Officer
Membership No. A74785**

**Place: Mumbai
Date: April 21, 2026**

Registered Office:
508, Dalamal House, J. B. Road,
Nariman Point, Mumbai – 400 021,
Maharashtra, India.
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INFORMATION OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT (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	Mr. Devidas Jayram Shejul	Mr. Bhavik Bhimjyani
DIN	10868647	00160121
Designation	Independent Director	Chairman and Managing Director
Date of Birth / Age	August 6, 1968/58 years	June 21, 1978/48 years
Nationality	Indian	Indian
Experience (including nature of expertise in specific functional areas / Brief Resume)	Mr. Devidas Jayram Shejul is a qualified lawyer and a member of Bar Council of Maharashtra & Goa and practising as an advocate since 2007 and having more than 17 years of Experience in Advocacy in Civil & Criminal law matters.	Mr. Bhavik Bhimjyani is the Promoter of the Company. He is a graduate and MBA from Wharton School of Management, University of Pennsylvania. He was with the Mergers and Acquisitions Group at Lazard Freres in New York and worked on some of the firm's most successful deals such as the sale of Hot Jobs to Yahoo. He also worked at the Technology Group in Merrill Lynch Investment Bank in New York, USA. On returning to India sometime in 2003, Mr. Bhavik has been taking active interest in the family's Business.
Qualification	LLB	MBA
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Refer notice & explanatory statement	Not Applicable
Terms and Conditions of appointment	For a period of 5 (five) years w.e.f. March 20, 2026 to March 19, 2031. Sitting fees as approved by the Board from time to time.	For a term of 5 (five) years w.e.f April 21, 2026 to April 20, 2031.

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Details of Remuneration sought to be paid and the remuneration last drawn	Not Applicable	Nil
Listed entities in which the director has resigned in the past three years	Nil	Neelkanth Limited (Date of resignation: July 29, 2024)
Date of first appointment by the Board	March 20, 2026	July 1, 2005
Shareholding in the Company	Nil	2000 Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related	Not related
Number of Meetings of the Board attended during the year 2025-26	Nil	Nil
Directorship in other Companies	Nil	<ol style="list-style-type: none"> 1. Asian Warehousing Limited 2. Neelkanth Realtors Limited 3. Neelkanth Realty Private Limited 4. Century Agro Farms Land Private Limited 5. Mountain View Agri Estates Private Limited 6. Neelkanth Agri Villas Private Limited 7. Rose Land Infrastructure Private Limited 8. Harshdip Investments Private Limited 9. Neelkanth Land Developers

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		<p>Private Limited</p> <p>10. Amity Properties Private Limited</p> <p>11. Titan Agri Developers Private Limited</p> <p>12. R Tulsidas Agroproducts Private Limited</p> <p>13. Neelkanth Woods And Construction Private Limited</p> <p>14. Kutch Warehouses Private Limited</p> <p>Neelkanth Township And Construction Private Limited (Under Liquidation)</p>
Membership/ Chairmanship of Committees of other Boards	Nil	<p>1. Asian Warehousing Limited</p> <p>a. Audit Committee: Member</p> <p>b. Stakeholders Relationship Committee: Member</p>
Justification for choosing the appointees for appointment as Independent Directors	Considering his expertise and experience as mentioned above.	Not Applicable

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Additional information as required under Part II of Schedule V of the Companies Act, 2013 are given below:

I General Information:	
1. Nature of Industry	Trading & Distributors
2. Date or expected date of commencement of commercial production	The Company is in existence and in operation since 1994.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4. Financial performance based on given Indicators as on 31.03.2025	EPS: 0.02 Return on Net Worth: 0.08% Debt Equity Ratio: 0.04
5. Foreign Investments or Collaborations, if any	Not Applicable

II Information about the director:	
Mr. Bhavik R. Bhimjyani	
1. Background details	He is a graduate and MBA from Wharton School of Management, University of Pennsylvania. He was with the Mergers and Acquisitions Group at Lazard Freres in New York. On returning to India sometime in 2003, he started taking active interest in the Business.
2. Past Remuneration	NIL
3. Recognition or awards	Not Applicable
4. Job profile and his suitability	Considering the qualifications, experience, and expertise of Mr. Bhavik Bhimjyani the Board of Directors feels that he is a fit and proper person for appointment as the Chairman & Managing Director of the Company and hence recommend the same for the approval of the Members.
5. Remuneration proposed	Nil
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	NA. Since Mr. Bhavik Bhimjyani is appointed without any remuneration.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	Mr. Bhavik R. Bhimjyani has a relationship with the Company as Additional Director. He is also a Promoter shareholder of the Company. He is not related to any directors of the Company.

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III Other Information:	
1. Reasons of loss or inadequate profits	NA
2. Steps taken or proposed to be taken for improvement	NA
3. Expected increase in productivity and profits in measurable terms	The Company has been consistently posting profits

IV Disclosures:	
1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors	NA. Since Mr. Bhavik Bhimjyani is appointed without any remuneration.
2. Details of fixed component and performance linked incentives along with the performance criteria	The Company pays fixed remuneration. There is no performance linked incentives.
3. Service contracts Notice period Severance fees	For 5 years NA No severance fees.
4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Nil

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