

August 12, 2024

The Manager,
The Department of Corporate Services
BSE Limited
PJ Towers
Dalal Street, Mumbai – 400001
Scrp code: 540775

The Manager,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai – 400051
Symbol: KHADIM

Dear Sir / Madam,

Sub: Proceedings and details of voting results of the meeting of the Equity Shareholders of Khadim India Limited (“Company”) held on Monday, 12th August, 2024 pursuant to the directions of the Hon’ble National Company Law Tribunal, Kolkata Bench vide Order dated June 18, 2024.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), we enclose herewith a summary of the proceedings (enclosed herewith and marked as **Annexure - ‘A’**) of the Meeting of Equity Shareholders of the Company held on Monday, August 12, 2024 at 10:30 a.m. (IST) through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”), pursuant to the directions of the Hon’ble National Company Law Tribunal, Kolkata Bench (“**Hon’ble Tribunal**”) vide **Order** dated June 18, 2024 (“**Tribunal Order**”), for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between Khadim India Limited and KSR Footwear Limited and their respective shareholders and creditors (“**Scheme**”), the details of which were given in the Notice dated July 08, 2024.

Further, we submit herewith the details of the voting results in the format prescribed under Regulation 44(3) of the SEBI Listing Regulations along with the Scrutinizers Report on e-voting (remote e-voting and e-voting at the Meeting), enclosed herewith and marked as **Annexure – ‘B’** and **Annexure - ‘C’**, respectively.

This is for your information and dissemination on your website.

Thanking you.

Yours faithfully,

For **Khadim India Limited**

Company Secretary & Head – Legal

ICSI Membership No.: A21358

Encl.: as above



frontoffice@khadims.com



033-4009 0501



033-4009 0500

www.khadims.com

KHADIM INDIA LIMITED

CIN : L19129WB1981PLC034337

REGISTERED OFFICE : 7TH FLOOR, TOWER C, DLF IT PARK, 08 MAJOR ARTERIAL ROAD, BLOCK AF, NEW TOWN (RAJARHAT), KOLKATA - 700 156
CITY OFFICE : 7A, LINDSAY STREET, KOLKATA - 700 087

Summary of the proceedings of the meeting of the Equity Shareholders of Khadim India Limited (“the Company”) held on Monday, August 12, 2024 at 10:30 A.M. (IST) pursuant to the directions of the Hon’ble National Company Law Tribunal, Kolkata Bench vide Order dated June 18, 2024

1. Date, time and venue of the Meeting

A Meeting of the Equity Shareholders of the Company was held on **Monday, August 12, 2024 at 10:30 A.M. (IST)** through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”), pursuant to directions of the Hon’ble National Company Law Tribunal, Kolkata Bench (“**Hon’ble Tribunal**”) vide Order dated June 18, 2024 (“**NCLT Order**”), for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between Khadim India Limited and KSR Footwear Limited and their respective shareholders and creditors (“**Scheme**”).

2. Proceedings in brief

- Miss. Madhuja Barman, Advocate, chaired the Meeting (“**Chairperson**”) of the Equity Shareholders of the Company. Mr. Indrajit Chaudhuri, Chief Financial Officer of the Company and Mr. Abhijit Dan, Company Secretary & Head – Legal, assisted the Chairperson in conducting the said meeting.
- The Chairperson of the Meeting introduced Directors of the Company and other dignitaries who were present at the meeting and welcomed the Equity Shareholders. Further, she informed the Equity Shareholders that the Meeting was held through VC in compliance with the directions of the NCLT Order passed by the Hon’ble Tribunal and in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India (SEBI).
- The Chairperson also provided various details to the Equity Shareholders with respect to quorum, remote e-voting, e-voting at the meeting, etc. The Equity Shareholders were informed that pursuant to the NCLT Order, Mr. M.R. Goenka, Practising Company Secretary was appointed as the Scrutinizer to scrutinize the process of remote e-voting and e-voting at the meeting.
- The Chairperson thereafter informed that the remote e- voting commenced at 9:00 a.m. (IST) on Monday, July 29, 2024 and concluded at 5:00 p.m. (IST) on Sunday, August 11, 2024.
- With the permission of the Equity Shareholders, Notice of the meeting together with the Explanatory Statement, the Scheme and other accompanying documents were taken as read.



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KHADIM INDIA LIMITED

CIN : L19129WB1981PLC034337

REGISTERED OFFICE : 7TH FLOOR, TOWER C, DLF IT PARK, 08 MAJOR ARTERIAL ROAD, BLOCK AF, NEW TOWN (RAJARHAT), KOLKATA - 700 156
CITY OFFICE : 7A, LINDSAY STREET, KOLKATA - 700 087

- The Chairperson requested Mr. Siddhartha Roy Burman, Chairman & Managing Director of the Company, to brief the Members on the proposed Scheme. Mr. Burman addressed the Equity Shareholders present at the meeting and briefed them by providing background, rationale and salient features of the Scheme.
- The Chairperson thereafter invited the shareholders who had registered themselves as speakers to put forth their queries / clarifications and the management of the Company addressed all the queries of the concerned shareholders.
- The Chairperson informed the Equity Shareholders that the results of the votes cast by the Members through remote e-voting before the meeting and e-voting during the meeting shall be informed to the stock exchanges and also be uploaded on the website of the Company and National Securities Depository Limited ('NSDL'), the authorized agency providing e-voting facility.
- Thereafter, Mr. Siddhartha Roy Burman, Chairman & Managing Director of the Company, thanked the Chairperson and all the stakeholders including shareholders for their co-operation and support to the Company.
- The Chairperson thanked the Members and declared the proceedings as closed.
- On completion of e-voting process, the Meeting concluded at 11:28 a.m. (IST).

3. Voting by Equity Shareholders

The Company had provided remote e-voting facility to its Equity Shareholders to cast their votes electronically on the proposed resolution set out in the Notice of the meeting from 9:00 a.m. (IST) on Monday, July 29, 2024 to 5:00 p.m. (IST) on Sunday, August 11, 2024.

Further, the facility to vote on the resolution through e-voting at the meeting was also made available to the Equity Shareholders who participated in the meeting but had not cast their votes through remote e-voting.

4. Results of e-voting (remote e-voting and e-voting at the Meeting)

The Resolution for approval of the Scheme of Arrangement amongst Khadim India Limited and KSR Footwear Limited and their respective shareholders and creditors, as set out in the Notice dated



July 08, 2024, has been approved and passed by the requisite majority of the Members, pursuant to Section 230(6) of the Companies Act, 2013.

Thanking you.

Yours faithfully,

For **Khadim India Limited**

Company Secretary & Head - Legal
Membership No.: A21358

Note:

This document does not constitute the minutes of the proceedings of the Meeting of the Company.



KHADIM INDIA LIMITED	
Details in respect of the Meeting of the Equity Shareholders of Khadim India Limited held on Monday, August 12, 2024 at 10:30 a.m. (IST) through Video Conferencing / Other Audio Visual Means	
[Pursuant to the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench vide Order dated June 18, 2024 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]	
Date of the Meeting	Monday, August 12, 2024
Record Date	Wednesday, July 24, 2024
Total Number of Shareholders as on record date	33,857
No. of shareholders present in the meeting either in person or through proxy:	
a) Promoter & Promoter group	Not Applicable
b) Public	
Total	
No. of shareholders attended the meeting through Video Conferencing:	
a) Promoter & Promoter group	4
b) Public	80
Total	84

Agenda - wise disclosure									
Agenda			1 - To consider and approve the proposed Scheme of Arrangement between Khadim India Limited (“Demerged Company”) and KSR Footwear Limited (“Resulting Company”) and their respective shareholders and creditors (“Scheme”).						
Resolution Required : (Ordinary / Special)			Special*						
Whether promoter / promoter group are interested in the agenda / resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting#	10995167	10995167	100.0000	10995167	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		10995167	100.0000	10995167	0	100.0000	0.0000	0
Public Institutions	E-Voting#	1252863	650000	51.8812	650000	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		650000	51.8812	650000	0	100.0000	0.0000	0
Public Non Institutions	E-Voting#	6050352	1057685	17.4814	1057390	295	99.9721	0.0279	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1057685	17.4814	1057390	295	99.9721	0.0279	0
Total		18298382	12702852	69.4206	12702557	295	99.9977	0.0023	0

* majority in number representing three-fourths in value of the Ordinary Shareholders casting their votes through e-voting.

aggregate of votes cast through remote e-voting (i.e. facility to cast vote prior to the Meeting) and e-voting at the Meeting.

Mohan Ram Goenka

Company Secretaries
 46, B.B. Ganguly Street
 Kolkata 700 012 Telephone: 2237 9517
 Mobile No. 98310 74332 E.Mail: goenkamohan@gmail.com

Scrutinizer's Report

[Pursuant to directions of the Hon'ble National Company Law Tribunal, Kolkata Bench, vide Order dated June 18, 2024 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To

Adv. Madhuja Barman

The Chairperson appointed by the Hon'ble National Company Law Tribunal, Kolkata Bench, for the Meeting of the Equity Shareholders of **KHADIM INDIA LIMITED (Demerged Company)**

Sub : Consolidated Report of the Scrutinizer on the results of voting by Equity Shareholders of Khadim India Limited by way of remote e-voting and e-voting during the Meeting held on Monday, 12th August, 2024 at 10:30 a.m. (IST) through Video Conferencing / Other Audio Visual Means, as per the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench, vide Order dated June 18, 2024 passed in CA(CAA) 120/KB/2024 ('Order').

Dear Madam,

1. I, Mohan Ram Goenka, Company Secretary in Practice (FCS:4515), appointed as a Scrutinizer for the purpose of meeting conducted as per directions and order of the National Company Law Tribunal, Kolkata ("Tribunal") dated June 18, 2024 passed in CA(CAA) 120/KB/2024 ('Order') for ascertaining the result of the voting by the Equity Shareholders of the Company on the proposed resolution for the purpose of considering, and if thought fit, approving the proposed Scheme of Arrangement between KHADIM INDIA LIMITED (hereinafter referred to as the Applicant no. 1/ "Demerged Company") and KSR FOOTWEAR LIMITED (hereinafter referred to as the Applicant no.2/ "Resulting Company") and their respective shareholders and creditors ('Scheme'), as detailed in the Notice convening the meeting of the Equity Shareholders of Khadim India Limited dated July 08, 2024 ("Notice").
2. The Management of the Company is responsible to ensure the compliance with the requirement of the Order of the National Company Law Tribunal, Kolkata ("Tribunal") dated June 18, 2024 passed in CA(CAA) 120/KB/2024 and the Companies Act, 2013 read with the rules made thereunder, circulars and notifications issued by the Ministry of Corporate Affairs ('MCA') relating to voting through electronic means and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting through remote e-voting and e-voting during the meeting through VC/OAVM by the Equity Shareholders of the Company on the Resolution contained in the Notice dated July 08, 2024 ("Notice").



3. My responsibility as Scrutinizer is to ensure that voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against" the said Resolution based on the reports generated from e-voting system provided by National Securities Depository Limited, the agency appointed by the Company to provide facilities for remote e-voting and e-voting at the meeting through VC/OAVM.
4. I do hereby submit my report as under:-
- i. Pursuant to the aforesaid Order, the Company had provided its members the facility to exercise their votes on the Resolution proposed to be considered at the meeting through remote e-voting and also e-voting during the Meeting, for which purpose the Company had engaged the services of National Securities Depository Limited ('NSDL').
 - ii. The Shareholders of the Company as on the cut-off date i.e., Wednesday, July 24, 2024, were entitled to cast their vote either through remote e-voting and / or e-voting during the NCLT convened meeting on the resolution contained in the Notice of NCLT Convened Meeting.
 - iii. The Voting through remote e-voting commenced at 9.00 a.m. on Monday, July 29th 2024 and ended at 5.00 p.m. on Sunday, August 11 2024, and the remote e-voting was disabled by NSDL thereafter.
 - iv. The Company had also provided the facility of e-voting to those equity shareholders present at the NCLT convened Meeting through VC/OAVM and who had not cast their votes by remote e-voting prior to the Meeting.
 - v. After conclusion of voting at the Meeting, the votes cast through remote e-voting and e-voting during the Meeting were unblocked on the day of the meeting in the presence of 2 (two) witnesses, neither of whom are in the employment of the Company.
 - vi. I have relied on information provided by National Securities Depository Limited and Registrar and Share Transfer Agent of the Company, in relation to equity shareholders details including details regarding number of shares held and their respective voting details.
 - vii. The following resolution was considered at the Meeting for voting through remote e-voting prior to the meeting and e-voting during the meeting, seeking approval of the equity shareholders of the Company:



“RESOLVED THAT in accordance with the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Rules framed thereunder, including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by the Securities and Exchange Board of India (‘SEBI’) and any other Circulars / Guidelines issued by SEBI applicable to schemes of arrangement from time to time, Section 2(19AA) and other relevant provisions of the Income-tax Act, 1961 and the Rules framed thereunder [including, in each case, any amendment(s), statutory modification(s) or re-enactment(s), for the time being in force] and pursuant all other provisions of applicable laws read with the relevant clauses of the Memorandum and Articles of Association of Khadim India Limited, and subject to the approval of the Hon’ble National Company Law Tribunal, Kolkata Bench (‘Tribunal’), and such other approvals as may be necessary or as may be directed by the Tribunal and subject to such amendments or modifications as may be deemed appropriate by the parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (‘the Board’, which term shall be deemed to mean and include Committee(s) of directors constituted by the Board or any other person(s) authorised by the Board of Directors to exercise its power including the powers conferred by this Resolution), the Scheme of Arrangement between Khadim India Limited and KSR Footwear Limited and their respective shareholders and creditors (‘Scheme’) be and is hereby approved.

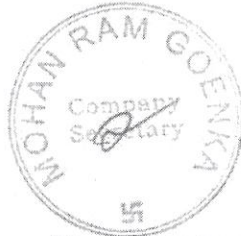
RESOLVED FURTHER THAT the Board of Khadim India Limited be and is hereby authorised to perform and execute all such acts, deeds, matters and things, including delegation of all or any of the powers conferred herein, as it may, in its absolute discretion deem necessary, proper or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto, and to effectively implement the arrangement embodied in the Scheme and to make any modification(s) or amendment(s) to the Scheme at any time and for any reason whatsoever, and to accept such modification(s), amendment(s) or condition(s), if any, which may be required and / or imposed by the Tribunal while sanctioning the Scheme or by any authorities under law, and to waive any condition(s) of the Scheme, and also to settle any issue, question, difficulty or doubt that may arise in this regard, including passing of such accounting entries and / or making adjustments in the books of accounts of Khadim India Limited and deciding on transfer / vesting of assets and liabilities, as the Board in its absolute discretion may deem fit, proper or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further consent / approval of the Shareholders.”



5. Based on the reports generated from NSDL's e-voting website www.evoting.nsdl.com, the consolidated results of voting on the Resolution, are reported as under:

Particulars	No. of votes contained in						
	Remote E-Voting		E-voting during the meeting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Favour	306	12702557	0	0	306	12702557	99.9977
Against	26	295	0	0	26	295	0.0023
Total	332	12702852	0	0	332	12702852	100.00
Abstain / Invalid	0	0	0	0	--	--	--

6. Based on the foregoing, the Resolution for approval of the Scheme, as stated above, had been passed with requisite majority.
7. The electronic data and all other relevant records relating to remote e-voting and e-voting during the Meeting were forwarded to the Chairperson of the Meeting, appointed by the Hon'ble Tribunal and the Company Secretary of the Company.



[Handwritten Signature]

[CS Mohan Ram Goenka]
[Scrutinizer appointed for the NCLT convened Meeting]

Practicing Company Secretary

FCS No. 4515

C.P. No: 2551

UDIN : F004515F000951274

Place: Kolkata
Date: 12.08.2024

Madhujā Barman
Countersigned by :-

*Chairperson appointed by
Hon'ble NCLT, Kolkata Bench*