



NB FOOTWEAR LIMITED

CIN No: L19201TN1987PLC014902

Registered Office: 87/84A, Mosque Street, Seduvalai Village, Vellore, Tamil Nadu – 632104, India
Phone No: +919840011617 Email: nbfootwearltd@gmail.com Web: www.nbfootwear.in

February 22, 2025

To,

Corporate Relation Department
BSE Limited,
P. J. Towers, 1st Floor,
Dalal Street, New Trading Ring,
Rotunda Building, Fort,
MUMBAI – 400 001.

REF: COMPANY CODE NO. 523242.

SUB: Notice of Postal Ballot

Dear Sir,

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of the Notice of Postal Ballot as being sent to shareholders.

This notice is also available at the web-site of the Company at www.nbfootwear.in

Hope you will find the same in order.

Thanking you,
Yours faithfully,
For NB Footwear Limited

(S Krishnan)
Company Secretary
ACS : 6778





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NOTICE OF POSTAL BALLOT

(Notice pursuant to Sections 108 and 110 of the Companies Act, 2013)

Dear Members,

NOTICE is hereby given to the members of NB Footwear Limited (“**the Company**”) that the resolutions as set out below are proposed to be passed by the members by means of **Postal Ballot by way of voting through electronic means only (“remote e-voting”)** pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”), *inter-alia*, for conducting Postal Ballot through e-voting vide General Circular numbers 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023, General Circular No. 09/2024 dated 19th September, 2024 (“**MCA Circulars**”) and Circular numbers SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133; SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167; SEBI/HO/CFD/PoD-2/P/CIR/2023/4; SEBI/HO/CFD/CMD2/CIR/P/2022/62; SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) on 3rd October, 2024, 7th October, 2023, 5th January, 2023, 13th May, 2022, 15th January, 2021 and 12th May, 2020 respectively (“**SEBI Circulars**”) [hereinafter MCA Circulars and SEBI Circulars collectively referred to as “**the Circulars**”] and Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and pursuant to other applicable sections, rules, regulations, guidelines, as amended from time to time. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts pertaining to the resolutions is annexed to this Postal Ballot Notice (“**Notice**”) for consideration of the Members and forms part of this Notice.

In compliance with the aforesaid provisions and the Circulars, this Notice is being sent only through electronic mode to all those Members whose email addresses are registered with the Company/ Registrar & Transfer Agent (“**RTA**”) or Depositories as on Monday, February 17, 2025 (“**cut-off date**”) and the communication to assent/dissent of the Member on the resolutions proposed in this Notice will only take place through the remote e-voting system. If your email address is not registered with the Company/ RTA or Depositories, please follow the process provided in the notes to this Notice. The Notice is also available on the Company’s website <https://www.nbfootwear.in>

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 Company has engaged **Central Depository Services (India) Limited (“CDSL”)** for the purpose of

providing remote e-voting facility to its Members. Members are requested to refer the instructions for remote e-voting given in the Notes to this Postal Ballot Notice for the process and manner in which remote e-voting is to be carried out.

The Board of Directors of the Company has appointed Ms. Amita Saxena, Company Secretary in Practice (Membership No FCS: 3964 and CP No 3438 2662), as a Scrutinizer in accordance with the Companies (Management and Administration) Rules, 2014 for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit her report to the Chairperson or any other person duly authorized by the Chairperson, after completion of the scrutiny of remote e-voting process. The results of the Postal Ballot shall be announced by the Chairperson or in her absence by authorized person on or before Thursday, March 27, 2025 at the Registered Office of the Company situated at 87/84A, Mosque Street, Seduvalai Village, Vellore – 632104 or at such other place as may be convenient to the Chairman/ authorized person. The aforesaid result would be intimated to BSE Limited, the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutinizer's report on Registered Office of the Company and also on the Company's website www.nbfootwear.in

In the event the draft resolutions as set out in the Notice are assented to by the requisite majority by means of remote e-voting, they shall be deemed to have been passed at a General Meeting.

The remote e-voting shall commence on Monday, February 24, 2025 at 09.00 A.M. (IST) and will end on Tuesday, March 25, 2025 at 5.00 P.M. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.

SPECIAL BUSINESS:

ITEM NO. 1

THE APPOINTMENT OF MR. NITIN K. MINOCHA (DIN – 07705015), AS NON-EXECUTIVE NON-INDEPENDENT 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, 160 and all other applicable provision of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory Modification(s) or re-enactment thereof for the time being in force), Regulation 17 and all other applicable provisions of SEBI Listing Regulations, as amended (hereinafter referred to as “SEBI Listing Regulations”) and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company in their respective meetings held on December 26, 2024 and subject to such other regulatory approvals required, if any, Mr. Nitin Krishnlal Minocha (DIN 07705015), who has been appointed as additional director by the Board in its meeting held on December 26, 2024 be and is hereby appointed as a Director of the Company liable to retire by rotation.”

ITEM NO. 2

THE APPOINTMENT OF MR. RATISH TAGDE (DIN – 00024465), AS AN INDEPENDENT DIRECTOR FOR FIRST TERM OF FIVE CONSECUTIVE YEARS

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, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 25 of the SEBI Listing Regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Ratish Tagde (DIN – 00024465), who was appointed as an Additional and Independent Director of the Company by the Board of Directors in its meeting held on December 26, 2024 pursuant to Section 161 of the Act and who is eligible for appointment and who has consented to act as a Director of the Company and also has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing, from a Member proposing his candidature for the office of the Independent Director of the Company, be and is hereby appointed as a Regular Director in Independent Director category, not liable to retire by rotation and to hold office for a first term of five (5) consecutive years up to December 25, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 3

THE APPOINTMENT OF MR. GAURAV RANJEET DULGAJ (DIN 10874326), AS AN INDEPENDENT DIRECTOR FOR FIRST TERM OF FIVE CONSECUTIVE YEARS

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, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 25 of the SEBI Listing Regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Gaurav Ranjeet Dulgaj (DIN 10874326), who was appointed as an Additional and Independent Director of the Company by the Board of Directors in its meeting held on February 22, 2025 pursuant to Section 161 of the Act and who is eligible for appointment and who has consented to act as a Director of the Company and also has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing, from a Member proposing his candidature for the office of the Independent Director of the Company, be and is hereby appointed as a Regular Director in Independent Director category, not liable to retire by rotation and to hold office for a first term of five (5) consecutive years up to February 21, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 4

THE APPOINTMENT OF MR. RAJESH CHANDRAKANT VETUREKAR (DIN 10883872), AS 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, 160 and all other applicable provision of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory Modification(s) or re-enactment thereof for the time being in force), Regulation 17 and all other applicable provisions of SEBI Listing Regulations, as amended (hereinafter referred to as “SEBI Listing Regulations”) and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company in their respective meetings held on February 22, 2025 and subject to such other regulatory approvals required, if any, Mr. Rajesh Chandrakant Viturekar (DIN 10883872), who has been appointed as additional director by the Board in its meeting held on February 22, 2025 be and is hereby appointed as a Director of the Company liable to retire by rotation.”

ITEM NO. 5

THE APPOINTMENT OF MR. RAJESH CHANDRAKANT VETUREKAR (DIN 10883872), AS WHOLE TIME DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to Section 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (including any statutory Modification(s) or re-enactment thereof for the time being in force) and pursuant to the applicable provisions of SEBI Listing Regulations the appointment of Mr. Rajesh Chandrakant Viturekar (DIN 10883872), Executive Director in the category of Whole Time Director of the Company, as made by the Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee in its meeting held on February 22, 2025 for a period of five years on terms and conditions as set out in the explanatory statement be and is hereby approved and confirmed.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution all the directors and Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things and to take all such steps which are necessary, expedient and desirable to give effect to the resolution.

ITEM NO. 6

SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM VELLORE TO CHENNAI THAT IS OUTSIDE THE LOCAL LIMIT OF VELLORE CITY BUT WITHIN THE STATE OF TAMIL NADU:

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

“RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory Modification(s) or re-enactment thereof for the time being in force), the Registered Office of the Company be and is hereby shifted from 87/84A, Mosque Street, Seduvalai Village, Vellore – 632104 to Old No.42, New No.62, 53rd Street, Ashok Nagar, Chennai 600083 that is within the State of Tamil Nadu but outside the local limit of Vellore city with immediate effect.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution all the directors and Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things and to take all such steps which are necessary, expedient and desirable to give effect to the resolution.

NOTES:

1. Pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act and Regulation 44 of SEBI Listing Regulations, assent/dissent of the members in respect of the Resolution(s) contained in the Notice dated February 22, 2025 is being taken through Postal Ballot by way of voting through electronic means only ("remote e-voting").
2. The Explanatory Statement pursuant to Section 102 of the Act for the proposed Special Business setting out material facts is appended to the Postal Ballot Notice.
3. The Postal Ballot Notice is being sent to the members / beneficiaries, whose names appear in the Register of Members/Record of the Depositories as on Monday, February 17, 2025 (“**cut-off date**”) and voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the same date.

As permitted under the MCA Circulars, the Company is sending the Postal Ballot Notice electronically to all the members whose e-mail addresses are registered with the Company/RTA or with the depositories/depository participants and will not be sending the hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope, to the members whose email address are not registered. To facilitate such members to receive this Notice electronically and cast their vote electronically, members holding shares in physical mode and who have not registered/ updated their email addresses with the Company are requested to register/ update their email addresses by writing to the Company with details of folio number along with PAN (self attested scanned copy of PAN card) at nbfootwearltd@gmail.com. While Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depository Participant(s) only.

The Notice is also available on the Company’s website www.nbfootwearltd.in

As permitted under the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e- voting i.e. by casting votes electronically instead of submitting the postal ballot form. The communication of the assent or dissent of the members would only take place through the remote e-voting system.

4. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged Central Depository Services (India) Limited (“**CDSL**”) to provide remote e-voting facility for its Members to cast their votes electronically.

The procedure with respect to remote e-voting are detailed hereinafter under "INSTRUCTION FOR REMOTE E-VOTING".

The remote e-voting period commence on Monday, February 24, 2025 at 09.00A.M. (IST) and ends on Tuesday, March 25, 2025 at 5.00 P.M. (IST). During the said period, members of the Company, holding shares either in physical form or indematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

5. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at nbfootwearltd@gmail.com
6. Members are requested to carefully read the notes mentioned in the Postal Ballot Notice. Vote shall be casted by Members on or before Tuesday, March 25, 2025, by 5.00 p.m. (IST), any response received from the Members after that date shall be treated as if no response is received in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014.
7. The Board of Directors has appointed Ms. Amita Saxena, Company Secretary in Practice, (Membership No FCS 3964 and CP No 3438), as Scrutinizer for conducting the Postal Ballot through remote e-Voting in a fair and transparent manner.
8. The Scrutinizer will submit her report to the Chairperson or any other person duly authorized by the Chairperson, after completion of the scrutiny of remote e-voting process and the results of the Postal Ballot will be announced within two (2) working days from the end of the remote e-voting period.

The results of the Postal Ballot along with Scrutinizer's report will be displayed on the:

- (i) Notice Board of the Company at its Registered Office;
- (ii) Company's website www.nbfootwear.in;
- (iii) CDSL website www.evotingindia.com and
- (iv) BSE Limited, the Stock exchanges' website www.bseindia.com.

The resolution, if passed by the requisite votes, shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in that behalf. The resolution, if approved by the requisite votes of Members by means of Postal Ballot (i.e. remote e-voting), shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. March 25, 2025.

9. Voting by remote e-voting, can be exercised only by the member or its duly constituted attorney or in case of body corporate, by the duly authorised person. A member cannot exercise his vote by proxy on Postal Ballot.
10. Following are the Contact details of the person for any queries/grievances connected with the Postal Ballot and remote e-voting, if any:

The Company Secretary, NB Footwear Limited., 87/84A, Mosque Street, Seduvalai Village, Vellore – 632104, Tel. No. 9840011617, Email: nbfootwearltd@gmail.com

11. 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 on the relevant cut-off date should treat this notice for information purpose 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.

INSTRUCTION FOR REMOTE E-VOTING

Instructions and Procedure for remote e-voting are as under:

(i) The voting period begins on **Monday, February 24, 2025 at 9.00 a.m. (IST) and ends on Tuesday, March 25, 2025 at 5.00 p.m. (IST) (both days inclusive)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** i.e. Monday, February 17, 2025 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual Members holding securities in Demat mode is given below:

Type of Members	Login Method
Individual Members 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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.

<p>Depository</p>	<ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. Additionally, there are 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.
<p>Individual Members holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-voting period. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-voting period.
<p>Individual Members (holding securities in demat mode) login through their Depository</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. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, where you can see e-Voting feature. Click on company name or e-</p>

Participants(DP)	Votingservice provider name and you will be redirected to e-Voting serviceprovider's website for casting your vote during the remote e-votingperiod.
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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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Members 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.
Individual Members 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.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

(iv) Login method for remote e-Voting for **Physical Members and Members other than individual holding shares in Demat form:**

- 1) The members should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	For Physical Members and other than individual Members holding shares in Demat form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use this sequence number which is mentioned in Email sent or contact Company/RTA.
Bank Details OR Date of Birth (DOB)	Enter the Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on "SUBMIT" tab.

8) Members holding shares in physical form will then directly reach the Companyselection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their loginpassword in the new password field. Kindly note that this password is to be also usedby the demat holders for voting for resolutions of any other company on which theyare eligible to vote, provided that company opts for e-voting through CDSL platform.It is strongly recommended not to share your password with any other person andtake utmost care to keep your password confidential.

9) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

10) Click on the **EVSN 250221002**for the relevant **"NB Footwear Limited"** on which you choose to vote.

11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against thesame the option "YES/NO" for voting. Select the option YES or NO as desired. Theoption YES implies that you assent to the Resolution and option NO implies that youdissent to the Resolution.

12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutiondetails.

13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". Aconfirmation box will be displayed. If you wish to confirm your vote, click on "OK",else to change your vote, click on "CANCEL" and accordingly modify your vote.

14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modifyyour vote.

15) You can also take a print of the votes cast by clicking on "Click here to print" optionon the Voting page.

16) If a demat account holder has forgotten the login password then Enter the User IDand the image verification code and click on Forgot Password & enter the details asprompted by the system.

17) There is also an optional provision to upload BR/POA if any uploaded, which will bemade available to scrutinizer for verification.

18) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILENO. ARE NOT REGISTERED WITH THE DEPOSITORIES/THE COMPANY:

a) For Physical shareholders- please provide necessary details like Folio No., Nameof shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy ofAadhaar Card) by email to Company at nbfootwearltd@gmail.com /RTA email idatcameo@cameoindia.com

b) For Demat shareholders - Please update your email id & mobile no. with yourrespective Depository Participant (DP)

c) For Individual Demat shareholders – Please update your email id & mobile no.with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

19) Additional Facility for Non – Individual Shareholders and Custodians – For remote e-voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz. amitavijay1994@gmail.com and to the Company at the email address viz. nbfootwearltd@gmail.com if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the Scrutinizer to verify the same.
- (xviii) If you have any queries or issues regarding remote e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Rakesh Dalvi at toll free no. 180021 09911.

Contact Details:

Company: NB Footwear Limited
e-mail ID: nbfootwearltd@gmail.com
Phone No.: +91 9840011617

Registrar & Transfer Agent:

M/s. Cameo Corporate Services Limited
(SEBI Registration No. INR000003753) ‘Subramanian Building’
No.1, Club House Road,
Chennai – 600002
Ph. No. 044-28460390

e-Voting Agency Central Depository Services (India) Limited

Name of Official – Mr. Rakesh Dalvi
Designation – Sr. Manager
Address - 25th Floor, A Wing, Marathon Futurex, Mafatlal Mills
Compound, NM Joshi Marg, Lower Parel (E), Mumbai - 400 013
E Mail ID - helpdesk.evoting@cdslindia.com

Phone/ Helpline No. / Toll free no. 1800 21 09911

Scrutinizer Ms. Amita Saxena, Company Secretary in Practice
Email: amitavijay1994@gmail.com

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.1

On successful completion of process of open Offer, made by Mr. NitinMinocha (Acquirer-1) and Copo Holdings Private Limited (Acquirer-2) pursuant to SEBI (Substantial Acquisition of Shares and Takeover) Regulations 2011, Mr. NitinMinocha (DIN 07705015) was appointed by the Board in its meeting held on December 26, 2024 as Additional Director being Representative of new promoters of the Company subject to approval of shareholders as per the recommendation of Nomination and Remuneration Committee (“NRC”).

Pursuant to Section 161 of the Companies Act, 2013 (Act) the appointment of Mr. NitinMinocha as additional director would conclude on the conclusion of ensuing AGM of the Company. However pursuant to Regulation 17(1C) of SEBI Listing Regulation the Company is required to receive approval of shareholders for appointment of Mr. NitinMinocha on the board of directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Since next AGM would be held only after March 31, 2025, the Board has placed this resolution for approval of shareholders by way of Postal Ballot. In terms of Section 160 of the Act and based on the recommendations of the Nomination and Remuneration Committee, the Board recommends to appoint him director by consenting to the resolution as set out at item No. 1.

Mr. NitinMinocha is BE Mechanical (BarkatUllah University), MBA Finance (ICFAI) and CFA (ICFAI) by qualification. Mr. NitinMinocha has vast experience of over 28 years in the field of corporate finance. Keeping in view his knowledge and expertise, Board of Directors on the recommendation of Nomination and Remuneration Committee has appointed him Director

Except Mr. NitinMinocha, none of the other directors and key managerial personnel of the Company and their relatives is concerned or interested financially or otherwise, in the resolution set out at item Nos. 1 of the Notice.

Your Directors recommend the resolutions for your approval.

Item No.2

The Board of Directors, on the recommendation of NRC, appointed Mr. RatishTagde (DIN 00024465) as an Additional and Independent Director on the Board of the Company for a first term of five(5) consecutive years with effect from December 26, 2024 to December 25, 2029 subject to approval of the members of the Company.

The NRC had previously finalized the desired attributes for the selection of the Independent Directors. The NRC after evaluating the candidature of Mr. RatishTagde (DIN 00024465) and mapping his skills with the skillset required to be possessed by the Independent Directors of the Company, recommended his appointment to the Board subject to approval of shareholders.

In the opinion of Board of Directors Mr. RatishTagde is a person of integrity and possesses relevant expertise and experience.

Brief profile of Mr. RatishTagde is as:

A qualified Company Secretary from Institute of Company Secretaries of India reflecting strong leadership qualities with over 30 years of experience in Company Secretarial functions in medium sized enterprises. His core competence lies in Corporate Restructuring and Corporate Governance.

Pursuant to the provisions of Section 161(1) of the Act, Mr. Ratish Tagde holds office as an Additional Director upto the date of the next AGM. Further, pursuant to the provision Regulation 17(1C) of SEBI Listing Regulations the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Mr. Ratish Tagde is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations. Further, in terms of Regulation 25(8) of Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the SEBI or any other authority. Also, confirmation with regard to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs under Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 has been received.

Mr. Ratish Tagde, as an Independent Director, will not be liable to retire by rotation in accordance with the provisions of Section 152 of the Act, as amended from time to time.

The Company has also received a Notice in writing from a member proposing his candidature for the office of Director of the Company under Section 160 of the Act.

Relevant details as stipulated under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, in respect of Mr. Ratish Tagde attached herewith as annexure.

The copy of the draft letter of appointment containing the terms and conditions of appointment of the proposed appointees as Non-Executive, Independent Directors are available on the Company's website at www.nbfootwear.in

Mr. Ratish Tagde does not hold by himself or together with his relatives two percent or more of the total voting power of the Company.

Mr. Ratish Tagde and his relatives may be considered as interested in the resolution set out at Item No. 2 of this Postal Ballot Notice with regard to his appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or deemed to be interested, financially or otherwise, in the proposed resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board recommends the Special Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

Item No.3

The Board of Directors, on the recommendation of NRC appointed Mr. Gaurav Ranjeet Dulgaj (DIN 10874326) as an Additional and Independent Director on the Board of the

Company for a first term of five (5) consecutive years with effect from February 22, 2025 to February 21, 2030 subject to approval of the members of the Company.

The NRC had previously finalized the desired attributes for the selection of the Independent Directors. The NRC after evaluating the candidature of Mr. GauravRanjeetDulgaj(DIN 10874326) and mapping his skills with the skillset required to be possessed by the Independent Directors of the Company, recommended his appointment to the Board subject to approval of shareholders.

In the opinion of Board of Directors Mr. GauravRanjeetDulgajis a person of integrity and possesses relevant expertise and experience.

Brief profile of Mr. GauravRanjeetDulgaj is as:

An under graduate Mr. GauravRanjeetDulgajhas knowledge and experience of finance and international business.

Pursuant to the provisions of Section 161(1) of the Act, Mr. GauravRanjeetDulgajholds office as an Additional Director upto the date of the next AGM. Further, pursuant to the provision Regulation 17(1C) of SEBI Listing the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Mr. GauravRanjeetDulgajis not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations. Further, in terms of Regulation 25(8) of Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the SEBI or any other authority. Also, confirmation with regard to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs under Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 has been received.

Mr. GauravRanjeetDulgaj, as an Independent Director, will not be liable to retire by rotation in accordance with the provisions of Section 152 of the Act, as amended from time to time.

The Company has also received a Notice in writing from a member proposing his candidature for the office of Director of the Company under Section 160 of the Act.

Relevant details as stipulated under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India, in respect of Mr. GauravRanjeetDulgajattached herewith as annexure.

The copy of the draft letter of appointment containing the terms and conditions of appointment of the proposed appointees as Non-Executive, Independent Directors are available on the Company’s website at www.nbfootwear.in

Mr. GauravRanjeetDulgajdoes not hold by himself or together with his relatives two percent or more of the total voting power of the Company.

Mr. GauravRanjeetDulgajand his relatives may be considered as interested in the resolution set out at Item No. 2 of this Postal Ballot Notice with regard to his appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their

relatives are, in any way, concerned or deemed to be interested, financially or otherwise, in the proposed resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board recommends the Special Resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the members.

Item No. 4 & 5

As a strategy to strengthen the Board of Directors of the Company and to meet the conditions of composition of board of directors as stipulated in SEBI Listing Regulations, as per the recommendations of NRC, Mr. Rajesh ChandrakantVeturekar (DIN 10883872) was appointed by the Board in its meeting held on February 22, 2025 as additional director and designated him Executive Director being WholeTime Director of the Company subject to approval of shareholders.

Pursuant to Section 161 of the Act the appointment of Mr. Rajesh ChandrakantVeturekar as additional director would conclude on the conclusion of ensuing AGM of the Company. However pursuant to Regulation 17(1C) of SEBI Listing Regulation the Company is required to receive approval of shareholders for appointment of Mr. Rajesh ChandrakantVeturekar on the board of directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Since next AGM would be held only after March 31, 2025, the Board has placed this resolution for approval of shareholders by way of Postal Ballot. In terms of Section 160 of the Act and based on the recommendations of the Nomination and Remuneration Committee, the Board recommends to appoint him director by consenting to the resolution as set out at item No. 4.

Mr. Rajesh ChandrakantVeturekar is an under graduate and has knowledge and experience of finance and international business. Keeping in view his knowledge and expertise, Board of Directors on the recommendation of Nomination and Remuneration Committee has appointed him Executive Director for a period of Five Years with effect from February 22, 2025 on the following terms and conditions:

Remuneration: As may be decided by the Board from time to time on the recommendation of Nomination and Remuneration Committee subject to the condition that the same should not exceed the limits as specified in Schedule V of the Companies Act, 2013.

The above may be treated as an abstract of the terms of appointment and memorandum of concern or interest, pursuant to Section 190 of the Act as well as disclosure under SEBI Listing Regulations and Secretarial Standard 2 (SS-2)

Except Mr. Rajesh Chandrakant Veturekar, none of the other directors and key managerial personnel of the Company and their relatives is concerned or interested financially or otherwise, in the resolution set out at item Nos. 4 and 5 of the Notice.

Your Directors recommend the resolutions for your approval.

Item No. 6

The Registered office of the Company is situated at 87/84A, Mosque Street, Seduvalai Village, Vellore – 632104. Considering the administrative convenience it is proposed to shift the Registered Office to Old No.42, New No.62, 53rd Street, Ashok Nagar, Chennai 600083. The proposed new office is located outside the local limits of the town Vellore, where the company's registered office is presently situated, but within the same State, that is Tamil Nadu.

As per Provision of section 12 of the Companies Act, 2013 read with rule 27 of Chapter II the Companies (Incorporation) Rules, 2014, a Company may shift its registered office outside the local limits of any city or town only with the consent of shareholders obtained by way of special resolution. The resolution proposed is intended for the purpose.

None of the directors and key managerial personnel of the Company and their relatives is concerned or interested financially or otherwise, in the resolution set out at item Nos. 6 of the Notice.

The Board recommends the proposed special resolution to the members of the Company for their consideration and approval.

By order of the Board of Directors

For NB Footwear Limited

Place: Thane
Date : February 22, 2025

(S Krishnan)
Company Secretary
ACS : 6778

Annexure A**Additional Information on Director(s) recommended for appointment as required under Regulation 30 of SEBI Listing Regulations and Secretarial Standard-2 as prescribed by the Institute of Company Secretaries of India**

Sr. no.	Name of director	Mr. Nitin Minocha	Mr. Ratish Tagde	Mr. Gaurav Ranjeet Dulgaj	Mr. Rajesh Chandrakant Vetrekar
1.	DIN	07705015	00024465	10874326	10883872
2.	Date of birth, age	29.03.1972, 52	27.06.1966, 58	26.10.2001, 24	17.05.1972, 52
3.	Nationality	Indian	Indian	Indian	Indian
4.	Date of First Appointment on the Board	26.12.2024	26.12.2024	22.02.2025	22.02.2025
5.	Brief Profile, experience in specific area	Provided in Explanatory Statement			
6.	Terms and Conditions of appointment	Appointed as director subject to retire by rotation	Appointed Independent director for 5 years effective 26.12.2024	Appointed Independent director for 5 years effective 22.02.2025	Appointed as Executive director subject to retire by rotation
7.	Details of Remuneration sought to be paid	Only Sitting Fee be paid	Only Sitting Fee be paid	Only Sitting Fee be paid	As decided by the Board subject to limit as specified in Schedule V of the Act
8.	Remuneration last drawn	Not Applicable	Not Applicable	Not Applicable	Not Applicable
9.	Number of Board/Committee Meetings attended during FY 2024-25	NIL	3	1	1
10.	No of Shares held either directly or for beneficial basis for any person	4000000	NIL	NIL	NIL
11.	Directorships held in other Companies (Excluding Private Co.)	2	4	NIL	NIL
12.	Chairman/ Member Committee of Board of Directors of other Companies	NIL	NIL	NIL	NIL
13.	Relationship with other directors/ KMP inter-se	NIL	NIL	NIL	NIL

14.	Listed entities from which the person has resigned in the past three years	NIL	NIL	NIL	NIL
15.	Other Disclosure	Pursuant to BSE Circular No. LIST/ COMP/ 14/ 2018-19 dated June 20, 2018 it is also declared that none of the director(s) proposed to be appointed has been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.			