

August 28, 2023

The Manager
The Department of Corporate Services
BSE Limited
P. J. Towers
Dalal Street, Mumbai - 400 001
Scip Code - 540775

The Manager
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai - 400 051
Symbol - KHADIM

Dear Sir / Madam,

Subject: Notice of the 42nd Annual General Meeting of Khadim India Limited (the "Company")

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 42nd (Forty-Second) Annual General Meeting (AGM) of the Members of the Company scheduled to be held on Thursday, September 21, 2023 at 11:30 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The aforesaid Notice of the AGM is also available on the website of the Company at www.khadims.com.

The Company is pleased to offer remote e-voting facility before the AGM and e-voting facility during the AGM to the Members through National Securities Depository Limited (NSDL) to enable them to cast their vote(s) electronically on the resolutions set forth in the Notice of the AGM. The instructions with respect to e-voting have been provided in the Notice of the AGM.

You are requested to take note of the above.

Thanking you,

Yours faithfully,

For **Khadim India Limited**

Company Secretary & Head - Legal
Membership No.: A21358

Encl: As above

Notice

NOTICE is hereby given that the 42nd (Forty-Second) Annual General Meeting ('AGM') of the Members of Khadim India Limited ("the Company") will be held on **Thursday, September 21, 2023 at 11:30 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ritoban Roy Burman (DIN: 08020765), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Revision in remuneration of Mr. Rittick Roy Burman (DIN: 08537366), Whole-time Director of the Company**

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

"RESOLVED THAT in partial modification of the resolution passed by the Members of the Company at its 41st Annual General Meeting held on September 23, 2022 approving the re-appointment of Mr. Rittick Roy Burman (DIN: 08537366) as a Whole-time Director (also as a "Whole-time Key Managerial Personnel") of the Company and pursuant to the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and the applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in accordance with the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to such other consents and permissions, as may be required, the approval of the Members of the Company be and is hereby accorded for revision in remuneration of Mr. Rittick Roy Burman (DIN: 08537366), Whole-time Director (also "Whole-time Key Managerial Personnel") with effect from April 01, 2023 for the remaining period of his tenure ending November 07, 2025, [including remuneration to be paid in the event of loss or inadequacy of profits in any financial year(s) during his tenure] and on such terms and conditions as set out below with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling of the Act or such other limits as may be prescribed from time to time and as may be agreed to between the Board of Directors and Mr. Rittick Roy Burman.

I. Salary

Not exceeding ₹ 53,16,960/- (Rupees Fifty Three Lakh Sixteen Thousand Nine Hundred and Sixty Only) per annum. Further, the annual increments to the basic salary shall be as per the Company Rules and not exceeding 20% per annum on the last drawn basic salary.

II. Performance Linked Incentive

Mr. Rittick Roy Burman shall be entitled to variable pay of not exceeding ₹ 9,00,000/- (Rupees Nine Lakh Only) per annum based on his performance as per the Company Rules.

RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution as approved and passed by the Members at the 41st Annual General Meeting dated September 23, 2022 with respect to the re-appointment of Rittick Roy Burman (DIN: 08537366), as a Whole-time Director (also as a "Whole-time Key Managerial Personnel") shall continue to remain in full force and effect."

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4. **Re-appointment of Mr. Siddhartha Roy Burman (DIN: 00043715) as a Chairman & Managing Director (also as a “Whole-time Key Managerial Personnel”) 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 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and the applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to such other consents and permissions, as may be required, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Siddhartha Roy Burman (DIN: 00043715), as a Chairman & Managing Director (also as a “Whole-time Key Managerial Personnel”) of the Company, for a further period of 3 (Three) years with effect from April 01, 2024 till March 31, 2027 (both days inclusive) at such remuneration [including remuneration to be paid in the event of loss or inadequacy of profits in any financial year(s) during the tenure of his re-appointment] and on such terms and conditions as set out in the explanatory statement annexed hereto with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the said re-appointment in accordance with the provisions of the Act and as may be agreed to between the Board of Directors and Mr. Siddhartha Roy Burman.”

5. **Payment of commission to Independent Directors of the Company for the financial year ended March 31, 2023**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149(9), 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Articles of Association of the Company and subject to all other applicable approval(s) as may be required, the consent of the Members of the Company be and is hereby accorded for payment of commission of ₹ 3,00,000/- (Rupees Three Lakh Only) to each of the Independent Directors of the Company for the financial year ended March 31, 2023 in addition to the fees / reimbursement of expenses (if any) for attending the meetings of the Board and its Committees.”

By Order of the Board of Directors

Abhijit Dan

Company Secretary & Head – Legal
Membership No.: A21358

Date: May 23, 2023
Place: Kolkata

Notice

NOTES:

1. Pursuant to the General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 05, 2022 and No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as "the MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the SEBI Circulars"), the listed Companies are allowed to hold AGM through VC / OAVM without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (as amended) ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the MCA Circulars and the SEBI Circulars, the AGM of the Company will be held through VC / OAVM.
2. The relevant Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business to be transacted during the meeting is enclosed herewith and marked as **Annexure-I**. The recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement.
3. The information as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, relating to the business item No. 2, 3 & 4 is enclosed herewith and marked as **Annexure-II**.
4. Since the AGM will be held through VC / OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not enclosed to this Notice.
5. As per the provisions of the MCA Circulars, Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to attend and vote during the AGM.
7. Corporate members are requested to send to the Company at compliance@khadims.com, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the AGM.
8. Since the AGM will be held through VC / OAVM, the Route Map of the AGM venue is not enclosed to this Notice.
9. **Procedure for inspection of documents by the Members:**

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, shall be made electronically available for inspection by the Members during the AGM upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.

All documents referred to in the Notice and the Explanatory Statement shall also be available for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e., Thursday, September 21, 2023 at 11:30 a.m. Members seeking to inspect such documents can send an e-mail to compliance@khadims.com mentioning their names, folio numbers / demat account numbers and contact numbers.

10. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices and Circulars etc. from the Company electronically.

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11. Pursuant to Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 15, 2023 till Thursday, September 21, 2023 (both days inclusive) for the purpose of the AGM of the Company.
12. Members are requested to quote the ledger folio / DP ID and Client ID in all communication with the Company.
13. Members are requested to:
 - a) intimate to the Secretarial Department / Company's Registrar and Transfer Agent, Link Intime India Private Limited (LIPL), changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. in prescribed Form ISR-1 and other forms (available on the Company's website at <https://www.khadims.com/information-for-holders-of-physical-securities>) pursuant to SEBI Circular dated March 16, 2023, in case of shares held in physical form; and
 - b) intimate to the respective Depository Participant, changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., in case of shares held in dematerialized form.
14. In accordance with Section 72 of the Companies Act, 2013 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, the facility for making nomination is available for the Members in respect of the shares held by them. Members are requested to submit the said details to LIPL in case the shares are held in physical form and to their respective DP in case the shares are held by them in dematerialized form.
15. **Procedure for registration as speakers / seek clarification:**
 - a) Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests, preferably from Monday, September 11, 2023 (10:00 a.m. IST) to Thursday, September 14, 2023 (5:00 p.m. IST), at compliance@khadims.com from their registered e-mail addresses, mentioning their names, folio numbers / demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views / ask questions during the AGM. The Company / the Chairman of the Meeting reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.
 - b) Any Member desirous of receiving any information on the Financial Statements or Operations of the Company is requested to forward his / her query(ies) to the Company through e-mail at compliance@khadims.com, mentioning his / her name, folio numbers / demat account numbers, e-mail addresses and mobile numbers, at least seven working days prior to the AGM, so that the required information can be made available during the AGM.
16. As per Regulation 12 of the Listing Regulations read with Schedule - I to the said Regulations, it is mandatory for all the Companies to use bank details furnished by the investors for distributing dividends, interests, redemption or repayment amounts to them through National / Regional / Local Electronic Clearing Services (ECS) or Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT), National Automated Clearing House (NACH) wherever ECS / RTGS / NEFT / NACH and bank details are available. In the absence of electronic facility, Companies are required to mandatorily print bank details of the investors on 'payable-at-par' warrants, cheques or demand draft for distribution of Dividends or other cash benefits to the investors. In addition to that, if bank details of investors are not available, Companies shall mandatorily print the address of the investor on such payment instruments.

Therefore, Members holding shares in physical mode, if any, are requested to update their bank details with the Company or RTA immediately. Members holding shares in demat mode are requested to record the ECS mandate with their DPs concerned.

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17. The Company has uploaded the details of unpaid and unclaimed dividend lying with the Company on the website of the Company www.khadims.com. Members wishing to claim dividends that remain unclaimed / unpaid are requested to correspond with the RTA as mentioned above, or with the Secretarial Department. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

The due dates for transfer of the unclaimed / unpaid dividend relating to subsequent years to IEPF are as follows:

| Dividend for the financial year ended | Due dates for transfer to IEPF |
|---------------------------------------|--------------------------------|
| March 31, 2018 | October 12, 2025 |
| March 31, 2019 | September 11, 2026 |

18. In compliance with the MCA Circulars and the aforesaid SEBI Circular dated January 05, 2023, Notice of the AGM along with the Annual Report is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / RTA. Members may note that the Notice and Annual Report will also be available on the website of the Company viz., www.khadims.com and on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com. The Notice will also be available on the website of NSDL at www.evoting.nsdl.com.
19. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://www.khadims.com/information-for-holders-of-physical-securities> and on the RTA's website at <https://linkintime.co.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

In view of this, members holding shares in physical form, if any, are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA in this regard.

20. Procedure for attending the AGM through VC / OAVM:

- Members will be able to attend the AGM through VC / OAVM through the NSDL e-voting system.
- The facility of joining the AGM through VC / OAVM will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the AGM, i.e. from 11:15 a.m. IST to 11:45 a.m. IST and will be available for 1,000 Members on a first-come first-served basis. This restriction would however not apply to participation of shareholders holding 2% or more shareholding of the Company, promoters, institutional investors, directors, key and senior managerial personnel, auditors, scrutinizer, etc.
- The instructions to attend the AGM through VC / OAVM is enclosed herewith and marked as **Annexure-III** and the same shall form part of this Notice.

21. Voting through electronic means:

- As per the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, read with the MCA Circulars and Regulation 44 of the Listing Regulations, the Company is pleased to facilitate its Members to

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transact business of the AGM of the Company by voting through electronic means. For this, the Company has engaged the services of NSDL having office at Trade World, A wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, to provide remote e-voting services and e-voting facility during the AGM, who are holding the shares as on the cut-off date.

- b) **The remote e-voting period commences at 9:00 a.m. IST on Monday, September 18, 2023 and ends at 5:00 p.m. IST on Wednesday, September 20, 2023.** During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the **cut-off date i.e., Thursday, September 14, 2023** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - c) The facility for voting through electronic means shall be made available during the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right during the AGM through electronic voting system. However, Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - d) The instructions to cast votes through remote e-voting and through e-voting system during the AGM is enclosed herewith and marked as **Annexure-IV** and the same shall form part of this Notice.
22. In order to scrutinize the e-voting process in a fair and transparent manner, Mr. A.K. Labh (FCS - F4848, CP No. 3238) of M/s. A.K. Labh & Co., Company Secretaries, Kolkata, has been appointed by the Board of Directors of the Company as the Scrutinizer.
 23. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through electronic voting system provided during the AGM and remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 3 (Three) days of conclusion of the AGM or within 2 (Two) working days of conclusion of the AGM, whichever is earlier. The Scrutinizer thereafter shall submit the said Report to the Chairman or a person authorized by him in writing who shall countersign the same and declare within the stipulated time, the results of the voting forthwith. The resolution(s) shall be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.
 24. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e., www.khadims.com and on the website of NSDL immediately after the results are declared by the Chairman or a person authorised by him in writing. The same shall be communicated by the Company to the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited.

Notice

Annexure-I

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF COMPANIES ACT, 2013

Item No. 3

The Members of the Company, vide its 41st Annual General Meeting held on September 23, 2022, had approved the re-appointment of Mr. Rittick Roy Burman (DIN: 08537366) as a Whole-time Director (also as a "Whole-time Key Managerial Personnel") post completion of his term of initial period of 3 (Three) years, for a further period of 3 (Three) years with effect from November 08, 2022 till November 07, 2025 (both days inclusive).

On due recommendation of the Nomination and Remuneration Committee and based on his managerial experience in different segments of operations in the Company, professional skill, knowledge, continued valuable guidance to the management and the contributions made by Mr. Rittick Roy Burman towards the growth of the Company coupled with additional responsibilities casted on Mr. Rittick Roy Burman, particularly post submission of the resignation by Ms. Namrata Ashok Chotrani as CEO on December 23, 2022 effective March 23, 2023, the Board has, subject to the approval of the Members, approved the increase in remuneration of Mr. Rittick Roy Burman with effect from April 01, 2023 for the remaining period of his tenure ending November 07, 2025.

The proposed remuneration package of Mr. Rittick Roy Burman is at par with the industry standards considering the size, volume and nature of business of the Company and the responsibilities casted on him as a Whole-time Director of the Company.

The following additional information as required under Section II of Part II of Schedule V of the Act are given below:

I. General Information

1. Nature of Industry:

Footwear Manufacturing, Retailing and Wholesaling.

2. Date or expected date of Commencement of Commercial production:

Not applicable, the Company is an existing Company.

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:

Please refer audited accounts for the financial year ended March 31, 2023.

5. Foreign Investment or collaborations, if any:

No such investment or collaboration yet.

II. Information about Mr. Rittick Roy Burman:

| Particulars | Mr. Rittick Roy Burman |
|--------------------|---|
| Background Details | <p>Mr. Rittick Roy Burman is a member of the Promoter Group, Whole-time Director (also "Whole-time Key Managerial Personnel") of the Company.</p> <p>Post his Graduation, he worked with the Company for 3 (Three) years in various departments to gain an overall understanding of the business. Prior to his appointment as a Whole-time Director, he acted as Head - Merchandising & New Initiative, taking care of the long-term strategy of the organisation and drive new initiatives, ventures and merchandising of the Company.</p> |

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| Particulars | Mr. Rittick Roy Burman |
|---|--|
| | He holds a Bachelor's Degree in Commerce from the University of Calcutta. He completed his further studies in Berkeley, University of California as a Management Graduate. |
| Past Remuneration | ₹ 2.97 million for the financial year ended March 31, 2023. |
| Recognition and Award | The Company incorporated Khadim Shoe Bangladesh Limited, a wholly-owned subsidiary in Bangladesh for the purpose of venturing into the footwear domain of the said neighbouring country under the able leadership of Mr. Rittick Roy Burman. |
| Job profile and his suitability | To look after the overall Management of the Company in association with the Chairman & Managing Director. |
| Remuneration proposed | As mentioned above. |
| 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) | <p>The proposed remuneration commensurate with respect to the industry standard and on account of the varied experience of Mr. Rittick Roy Burman in the Footwear Industry.</p> <p>The proposed remuneration is determined based on the recommendations of the Nomination and Remuneration Committee.</p> |
| Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: | <p>No pecuniary relationship with the Company except the contractual payments mentioned above and also whatever disclosed in the Notes to the Audited Financial Statements of the Company for the financial year ended March 31, 2023 under the head Related Party disclosure.</p> <p>He is the son of Mr. Siddhartha Roy Burman, Chairman & Managing Director and brother of Mr. Ritoban Roy Burman, Non - Executive, Non - Independent Director.</p> |

III. Other Information

a. Reasons for loss or inadequate profits:

The Company has achieved profit for the financial year ended March 31, 2023. However, the financial and operational performance of the Company may be impacted considering the uncertainties and challenges posed by resurgence of Covid-19 Pandemic or any other reasons. Hence, there may be inadequate profits or no profits during the tenure of Mr. Rittick Roy Burman and in such event Mr. Rittick Roy Burman would require to be compensated adequately considering the abilities and rich experience possessed by him.

b. Steps taken or proposed to be taken for improvement:

The Company is improving capacity utilization to the optimum level for all its plants for attaining economies of scale. The Company has increased its concentration towards online sales through effective marketing activities. Furthermore, the Company is also focused towards enhancing its omni-channel sales network by interlinking its e-commerce platform and stores across the country. Additionally, the Company is in frequent interaction with the customers and other stakeholders through digital communication via WhatsApp, Instagram, Facebook etc.

c. Expected increase in productivity and profits in measurable terms:

After taking steps as stated above, the Company shall be in a position to strengthen its capabilities as well as address the future opportunities in India and other markets of choice. The above measures undertaken are expected to yield positive results and improve the financial performance of the Company in the coming years.

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IV. Disclosures

The requisite details of remuneration payable to Mr. Rittick Roy Burman are included in the Corporate Governance Report, forming part of the Board's Report of FY 2022-23 of the Company.

The Board recommends the Special Resolution set out at Item No. 3 for approval of the shareholders.

All relevant documents concerning revision in remuneration of Mr. Rittick Roy Burman, Whole-time Director, shall be open for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e., Thursday, September 21, 2023.

Except Mr. Rittick Roy Burman (Self), Mr. Siddhartha Roy Burman (Father), Mr. Ritoban Roy Burman (Brother) and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is deemed to be interested or concerned, financially or otherwise in the said resolution.

Item No. 4

The Members of the Company, vide its 38th Annual General Meeting held on August 08, 2019, had approved the re-appointment of Mr. Siddhartha Roy Burman (DIN: 00043715) as a Chairman & Managing Director (also "Whole-time Key Managerial Personnel") for a period of 5 (Five) years with effect from April 01, 2019 till March 31, 2024 (both days inclusive).

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Siddhartha Roy Burman, Chairman & Managing Director, post completion of his term, for a further period of 3 (Three) years with effect from April 01, 2024 till March 31, 2027 (both days inclusive).

Mr. Siddhartha Roy Burman holds 14,65,149 equity shares (8.15%) of the Company as on the date of the Notice.

Mr. Siddhartha Roy Burman has given his consent to act as a Director of the Company, along with a declaration in Form DIR - 8 stating that he is not disqualified from being re-appointed as a Chairman & Managing Director in terms of Section 164 of the Act. He satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his re-appointment.

The broad terms and conditions of the proposed re-appointment of and remuneration to Mr. Siddhartha Roy Burman are mentioned below:

Remuneration

Subject to the overall limits laid down in Section 197 and other applicable provisions of the Act read with Schedule - V thereto and / or any re-enactment(s) or amendment(s) thereof, Mr. Siddhartha Roy Burman shall be entitled to receive from the Company the following remuneration:

I. Salary

Not exceeding ₹ 24,75,000/- (Rupees Twenty Four Lakh Seventy Five Thousand Only) per month. Further, the annual increment to the basic salary shall be as per the Company Rules and not exceeding 20% per annum on the last drawn basic salary.

II. Performance Linked Incentive & Commission

Subject to the provisions of the Companies Act, 2013, Mr. Siddhartha Roy Burman shall be entitled to get Commission not exceeding 1% of the net profits of the Company computed in the manner laid down in Section 197 and 198 of the Act, as per the recommendation of the Nomination & Remuneration Committee (NRC) and the Board of Directors. The said amount of commission payable to Mr. Siddhartha Roy Burman will be based on his performance as evaluated by the NRC or the Board and approved by the Board and will be payable annually after the annual accounts have been approved by the Board.

III. Perquisites

In addition to the salary and incentives mentioned above, the following perquisites would be provided:

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- i. Car:**

One Company owned and maintained, chauffer driven car.
- ii. Medical Facilities:**
 - a. Routine and Domiciliary Expenses**

Not exceeding 10% of Basic Salary for self, spouse and dependent members of his family.
 - b. Hospitalization Expenses**

To be borne by the Company, in India and abroad.
- iii. Assets Provided by the Company:**

Depreciation on such assets or cost of hiring of such assets, as may be applicable, not exceeding 10% of Basic Salary.
- iv. Telephone and Broad Band Facilities at Residence**

Telephone and broad band connections at residence would be maintained by the Company and the actual expenses towards its usage would be re-imbursed.
- v. Mobile Expenses:**

As per Company Rules.
- vi. Leave Travel Compensation (LTC) for self and family**

LTC will be given at the rate of 12% of yearly Basic Salary payable per year.
- vii.** All other benefits as per the Policy of the Company from time to time.

IV. Retiral Benefits

- i. Gratuity:**

As per Company Rules read with the Payment of Gratuity Act, 1972.
- ii. Provident Fund:**

As per Company Policy read with Employees' Provident Funds and Miscellaneous Provisions Act, 1952, unless Mr. Siddhartha Roy Burman opts not to participate in the scheme.
- iii. Earned / Privilege leave:**

As per Company Rules.
- iv. Leave Encashment:**

Mr. Siddhartha Roy Burman shall be entitled to accumulate his leave up to 90 days and shall be entitled to en-cash the unutilized leave at the end of his current tenure. In case of his further re-appointment, Mr. Siddhartha Roy Burman shall be entitled to carry the leave standing to his credit at the time of such renewal instead of en-cashing it. However, irrespective of the number of renewals, Mr. Siddhartha Roy Burman shall be entitled to accumulate a maximum of 240 days of leave.
- v.** The emoluments and benefits shall be subject to taxes as may be applicable. The Board or its constituted Committee may review from time to time the above remuneration subject to the approval of the Members of the Company.

Notice

V. Minimum Remuneration

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Siddhartha Roy Burman shall be entitled to receive such minimum remuneration as specified above, subject to the applicable provisions of the Companies Act, 2013. Such minimum remuneration can be payable during the tenure of his re-appointment in case of loss or inadequacy of profit.

VI. Sitting Fees

Mr. Siddhartha Roy Burman shall not be entitled to receive any sitting fees from the Company for attending meetings of the Board of Directors or any Committee thereof during the tenure of his re-appointment.

The following additional information as required under Section II of Part II of Schedule V of the Act are given below:

I. General Information

1. Nature of Industry:

Footwear Manufacturing, Retailing and Wholesaling.

2. Date or expected date of Commencement of Commercial production:

Not applicable, the Company is an existing Company.

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:

Please refer audited accounts for the financial year ended March 31, 2023.

5. Foreign Investment or collaborations, if any:

No such investment or collaboration yet.

II. Information about Mr. Siddhartha Roy Burman:

| Particulars | Mr. Siddhartha Roy Burman |
|-----------------------|---|
| Background Details | <p>Mr. Siddhartha Roy Burman has been associated with the Company since its incorporation and has 40 years of experience in all segments of Footwear Industry and is responsible for the overall strategic decision - making of the Company and provides leadership to all operations.</p> <p>He holds a Bachelor's Degree in Commerce from the University of Calcutta.</p> |
| Past Remuneration | ₹ 34.77 million for the financial year ended March 31, 2023. |
| Recognition and Award | <p>Under the able leadership of Mr. Siddhartha Roy Burman, the revenue of the Company clocked a healthy growth of 11.7% in FY 23.</p> <p>The Company was chosen as the winner of the 'e4m Pride of India - The Best of Bharat' Awards 2022 by the Editorial Board of exchange4media and IMPACT Weekly Magazine.</p> <p>The Company was also felicitated with India's Retail Champions Award 2022 in the footwear category during the Retail Leadership Summit (RLS) 2022, in April 2022, organized by Retailers Association of India (RAI).</p> |

Notice

| Particulars | Mr. Siddhartha Roy Burman |
|---|---|
| Job profile and his suitability | Overall Management of the Company. Being the Key Driver of the business of the Company, Mr. Siddhartha Roy Burman is the most suitable person to continue as such. |
| Remuneration proposed | As mentioned above. |
| 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) | The proposed remuneration commensurate with respect to the industry standard and on account of rich and varied experience of Mr. Siddhartha Roy Burman in the Footwear Industry. The proposed remuneration is determined based on the recommendations of the Nomination and Remuneration Committee. |
| Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other Director, if any: | No pecuniary relationship with the Company except the contractual payments mentioned above and also whatever disclosed in the Notes to the Audited Financial Statements of the Company for the financial year ended March 31, 2023 under the head Related Party disclosure. He is the father of Mr. Ritoban Roy Burman, Non - Executive, Non - Independent Director and Mr. Rittick Roy Burman, Whole-time Director. |

III. Other Information

a. Reasons for loss or inadequate profits:

The Company has achieved profit for the financial year ended March 31, 2023. However, the financial and operational performance of the Company may be impacted considering the uncertainties and challenges posed by resurgence of Covid-19 Pandemic or any other reasons. Hence, there may be inadequate profits or no profits during the tenure of Mr. Siddhartha Roy Burman and in such event Mr. Siddhartha Roy Burman would require to be compensated adequately considering the abilities and rich experience possessed by him.

b. Steps taken or proposed to be taken for improvement:

The Company is improving capacity utilization to the optimum level for all its plants for attaining economies of scale. The Company has increased its concentration towards online sales through effective marketing activities. Furthermore, the Company is also focused towards enhancing its omni-channel sales network by interlinking its e-commerce platform and stores across the country. Additionally, the Company is in frequent interaction with the customers and other stakeholders through digital communication via WhatsApp, Instagram, Facebook etc.

c. Expected increase in productivity and profits in measurable terms:

After taking steps as stated above, the Company shall be in a position to strengthen its capabilities as well as address the future opportunities in India and other markets of choice. The above measures undertaken are expected to yield positive results and improve the financial performance of the Company in the coming years.

IV. Disclosures

The requisite details of remuneration payable to Mr. Siddhartha Roy Burman are included in the Corporate Governance Report, forming part of the Board's Report of FY 2022-23 of the Company.

Name of the Companies in which Mr. Siddhartha Roy Burman holds directorship other than the Company are:

| Sl. No. | Name of the Company | Designation |
|---------|--|-------------|
| 1. | Khadim Development Company Private Limited | Director |
| 2. | Sheila Departmental Store Private Limited | Director |
| 3. | Khadim Estate Advisors Private Limited | Director |

Notice

In accordance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the said Act, the re-appointment of Mr. Siddhartha Roy Burman as Chairman & Managing Director and the terms of remuneration payable to him requires approval of the Members by passing a Special Resolution.

The Board recommends the Special Resolution set out at Item No. 4 for approval of the shareholders.

The Company has received a Notice in writing under Section 160 of the Act from a Member proposing the said re-appointment of Mr. Siddhartha Roy Burman.

All relevant documents concerning re-appointment of Mr. Siddhartha Roy Burman as Chairman & Managing Director shall be open for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e., Thursday, September 21, 2023.

Except Mr. Siddhartha Roy Burman (self), Mr. Ritoban Roy Burman (son) and Mr. Rittick Roy Burman (son) and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is deemed to be interested or concerned, financially or otherwise in the said resolution.

The brief profile of Mr. Siddhartha Roy Burman as per the requirements of the Act and the Listing Regulations and the rules made thereunder and the Secretarial Standard on General Meetings is given in Annexure-II, which forms part of the notes to the Notice.

Item No. 5

The Independent Directors enrich the Company with their knowledge, skills, expertise, independent perspective, strategies and experience. Their valuable guidance goes a long way towards the smooth functioning of the Board.

With the competitive business environment and enhanced corporate governance requirements, increased responsibilities and duties of the Directors under the Companies Act, 2013 and the various SEBI Regulations, the role of the Board, particularly the Independent Directors, have become more arduous, requiring enhanced level of decision-making ability, greater time commitments and focus.

In view of the above, the Board of Directors of the Company at its meeting held on May 23, 2023 has approved the payment of commission of ₹ 3,00,000/- (Rupees Three Lakh Only) to each of the Independent Directors of the Company for the financial year ended March 31, 2023 in addition to the fees for attending the meetings of the Board and its Committees, subject to the approval of the Members.

The amount of commission is determined by the Board of Directors as per Remuneration policy of the Company.

In the opinion of the Board of Directors, the commission proposed to be paid to Independent Directors is reasonable and justify the expertise, skill, knowledge, experience, guidance and time devoted by Independent Directors for the business affairs of the Company. The Board of Directors recommend passing of this resolution as set out in Item No. 5 of this Notice.

Dr. Indra Nath Chatterjee, Prof. (Dr.) Surabhi Banerjee and Mr. Alok Chauthmal Churiwala, being Independent Directors, may be considered as concerned or interested in this matter. No other Director, Key Managerial Personnel of the Company or their relatives are concerned or interested (financially or otherwise), in the proposed resolution to be passed as an Ordinary Resolution.

By Order of the Board of Directors

Date: May 23, 2023
Place: Kolkata

Abhijit Dan
Company Secretary & Head – Legal
Membership No.: A21358

Notice

Annexure-II

INFORMATION ON DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AND REVISION IN REMUNERATION AT THE FORTHCOMING AGM

[Pursuant to Regulation 36(3) of the Listing Regulations, as amended and Secretarial Standard on General Meetings (SS-2)]

| Particulars | (Item No. 2) | (Item No. 3) | (Item No. 4) |
|---|--|---|---|
| Name of the Director | Mr. Ritoban Roy Burman (DIN: 08020765) | Mr. Rittick Roy Burman (DIN: 08537366) | Mr. Siddhartha Roy Burman (DIN: 00043715) |
| Date of Birth | 04/06/1992 | 04/06/1992 | 19/11/1961 |
| Age | 31 Years | 31 Years | 61 Years |
| Nationality | Indian | Indian | Indian |
| Qualifications | Bachelor's degree in Mass Communication from St. Xaviers College, Kolkata. | Bachelor's degree in Commerce from the University of Calcutta and Management Graduate from University of California. | Bachelor's degree in Commerce from the University of Calcutta. |
| Experience and expertise in specific functional areas | Mr. Ritoban Roy Burman joined the Company in 2013 as Manager - Marketing and worked till November 30, 2017. He has a good exposure in various aspects of footwear marketing. | Mr. Rittick Roy Burman joined the Company in 2013 as Manager - Operations. He was working as Head - Merchandising & New Initiative, prior to his appointment as a Whole-time Director. He has a varied exposure in business operations. | Mr. Siddhartha Roy Burman has an overall experience of 40 years in all segments of Footwear Industry. His expertise include streamlining of operations, processes, HR initiatives and most importantly Brand building. He has great contribution in developing the manufacturing division of the Company. |
| Date of first appointment on the Board | 14/12/2017 | 08/11/2019 | 01/04/2005 |
| Shareholding in the Company (including shareholding as a beneficial owner) | NIL | Mr. Rittick Roy Burman holds 3,850 equity shares (0.0214 %) of the Company in individual capacity. | Mr. Siddhartha Roy Burman holds 14,65,149 equity shares (8.15 %) of the Company in individual capacity. |
| Relationship with other Directors, Manager or with KMPs | Son of Mr. Siddhartha Roy Burman, Chairman & Managing Director and brother of Mr. Rittick Roy Burman, Whole-time Director. | Son of Mr. Siddhartha Roy Burman, Chairman & Managing Director and brother of Mr. Ritoban Roy Burman, Non - Executive, Non -Independent Director. | Father of Mr. Ritoban Roy Burman, Non -Executive, Non - Independent Director and Mr. Rittick Roy Burman, Whole-time Director. |
| Number of meetings attended during the financial year 2022-23 | Number of Meetings held: 6 Number of Meetings attended: 6 | Number of Meetings held: 6 Number of Meetings attended: 6 | Number of Meetings held: 6 Number of Meetings attended: 6 |
| List of outside Directorships held in other Public Companies (excluding foreign Companies and Companies under Section 8 of the Companies Act, 2013) | None | None | None |

Notice

| Particulars | (Item No. 2) | (Item No. 3) | (Item No. 4) |
|--|--|--|--|
| Name of the Director | Mr. Ritoban Roy Burman (DIN: 08020765) | Mr. Rittick Roy Burman (DIN: 08537366) | Mr. Siddhartha Roy Burman (DIN: 00043715) |
| The Listed entity from which Director has resigned in last three years | None | None | None |
| Chairman / member of the Committees of Board of Directors of other companies in which he is a Director # | None | None | None |
| Terms and conditions of Appointment or Re-appointment and revision in remuneration | Mr. Ritoban Roy Burman who was appointed as Non - Executive, Non - Independent Director with effect from December 14, 2017 and whose appointment had been confirmed at the Annual General Meeting held on September 06, 2018, is liable to retire by rotation. | As per the resolution (Item No. 3), it is proposed to revise the remuneration of Mr. Rittick Roy Burman with effect from April 01, 2023 for the remaining period of his tenure ending November 07, 2025. | As per the resolution (Item No. 4) of the Notice convening this Meeting read with Explanatory Statements thereto, Mr. Siddhartha Roy Burman is proposed to be re-appointed as a Chairman & Managing Director, for a further period of 3 (Three) years with effect from April 01, 2024 till March 31, 2027 (both days inclusive). |
| Remuneration proposed to be paid | He is entitled to Commission, if any, and sitting fees for attending meetings of the Board and Committees in which he is a Member / Chairperson as may be decided by the Board. | Mr. Rittick Roy Burman is entitled to Remuneration as per terms as set out in the explanatory statement annexed hereto. | Mr. Siddhartha Roy Burman is entitled to Remuneration as per terms as set out in the explanatory statement annexed hereto. |
| Remuneration last drawn by such person, if applicable (As per last audited balance sheet dated March 31, 2023) | ₹ 0.20 million | ₹ 2.27 million | ₹ 34.77 million |

In addition to the above, other requisite details required relating to following have already been provided elsewhere in the Board's Report:

Item No. 2: Re-appointment of Mr. Ritoban Roy Burman

Item No. 3: Revision in remuneration of Mr. Rittick Roy Burman

Item No. 4: Re-appointment of Mr. Siddhartha Roy Burman

Includes only Audit Committee and Stakeholders' Relationship Committee.

Notice

Annexure-III

INSTRUCTIONS TO ATTEND THE AGM THROUGH VC / OAVM:

1. Members will be able to attend the 42nd AGM through VC / OAVM through the NSDL e-Voting system. Members may access to the same by following the instructions mentioned in Annexure-IV. After successful login, you can see link of "VC / OAVM link" placed under "Join Meeting" menu against the Company name. You are requested to click on VC / OAVM link placed under "Join Meeting" menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 022 - 4886 7000 / 022 - 2499 7000.
3. Members under the category of Institutional Investors are encouraged to attend the AGM and also vote through remote e-Voting or e-Voting during the AGM.
4. Members are encouraged to join the Meeting through Laptops for better experience.
5. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video / camera along with good internet speed.

Notice

Annexure-IV

A. INSTRUCTIONS FOR REMOTE E-VOTING:

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

Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system

Details on Step 1 is mentioned below:

a. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by the Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 or joining virtual meeting & voting during the meeting. 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



Notice

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Users who have opted for 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 use your existing Myeasi username & password. 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. 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. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | 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 or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned 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.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33 |

Notice

b. Login Method for e-Voting and joining virtual meeting 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.
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:

Sl. Manner of holding shares i.e., Your User ID is:

No. Demat (NSDL or CDSL) or Physical

- | | | |
|----|--|---|
| 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 101456 then user ID is 101456001***. |
-

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 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 under **"Instructions for Members whose e-mail ids are not registered / updated"**.

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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) Click on **“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.co.in mentioning your demat account number / folio number, your PAN, your name, 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.

Details on Step 2 is mentioned below:

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of the Company to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC / OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
3. Members who have voted through remote e-Voting before the AGM will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

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C. GENERAL GUIDELINES FOR SHAREHOLDERS:

1. Institutional shareholders (i.e., other than individuals, HUFs, NRIs etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / Authority Letter etc. with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUFs, 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, Members may refer the “Frequently Asked Questions (FAQs) for Shareholders” and “e-voting user manual for Shareholders” available under the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.
4. The voting rights of the Member shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., Thursday, September 14, 2023.
5. A person whose name appears in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the cut-off date i.e., Thursday, September 14, 2023 only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through electronic means. A person who is not a Member as on the cut-off date, i.e., Thursday, September 14, 2023 should treat this Notice for information purpose only.
6. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and become a Member of the Company after despatch of the Notice of the AGM and holding shares as on the cut-off date i.e., Thursday, September 14, 2023 may obtain the login User Id and password / PIN by sending a request to NSDL at evoting@nsdl.co.in / RTA at rnt.helpdesk@linkintime.co.in. However, if you are already registered with NSDL for remote e-Voting then you can use your existing User ID and password / PIN for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000.

In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Thursday, September 14, 2023 may follow steps mentioned above under Step 1: “Access to NSDL e-Voting system”.

7. In terms of SEBI circular dated December 09, 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.

Notice

Instructions for Members whose e-mail ids are not registered / updated:

| | |
|------------------|--|
| Physical Holding | Send a request to the Company at compliance@khadims.com or to the Company's RTA at rnt.helpdesk@linkintime.co.in by providing Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAAR (self-attested scanned copy) for registering / updating the e-mail address. |
| Demat Holding | Please contact your Depository Participant (DP) and register / update your e-mail address as per the process advised by your DP. The DP ID - Client ID (16 Digit DP ID + Client ID or 16 Digit Beneficiary ID), Name of the shareholder, client master or copy of consolidated account statement, PAN (self-attested scanned copy), AADHAAR (self-attested scanned copy) shall be required for the aforesaid purpose. |

Alternatively, Shareholder / Member may send an e-mail request to evoting@nsdl.co.in for obtaining **User Id and Password** by providing the above-mentioned documents.