

Date: 20th February 2024

To,

BSE Limited Corporate Relationship Department 1st Floor, New Trading Ring, Rotunda Building, P. J. Towers, Dalal Street, Mumbai – 400 001 SCRIP CODE: 543523	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 SYMBOL: CAMPUS
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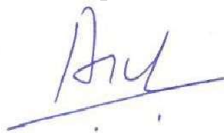
Sub: Submission of Postal Ballot Notice

The Board of Directors at its meeting held on **Friday, 09th February 2024** had inter-alia approved the Postal Ballot Notice for seeking approval of members of the Company on Resolution as set out in the said Notice.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice, together with Explanatory Statement sent to the members of the Company whose names appeared on the Register of Members/ List of Beneficial Owners as on **Friday, 16th February 2024** i.e. Cut-off date.

This is for your information please.

Thanking You
For Campus Activewear Limited



Archana Maini
General Counsel & Company Secretary
Membership No. A16092
Address: D-1, Udyog Nagar, Main Rohtak Road,
New Delhi-110041

CAMPUS ACTIVEWEAR LIMITED

CIN: L74120DL2008PLC183629

Registered Office: D-1 Udyog Nagar, Main Rohtak Road, New Delhi- 110041 Tel No. +91-11-43272500

E-mail: compliance@campusshoes.com | Website: www.campusactivewear.com**POSTAL BALLOT NOTICE**

[PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Member(s),

NOTICE is hereby given that the resolution set out below is proposed for approval by the Members of Campus Activewear Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("the Act"), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 09/2023 dated September 25, 2023 and other applicable circulars/ guidelines issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts/information relating to the proposed resolution mentioned in this Postal Ballot Notice ("Notice") and additional information including e-voting instructions/ details as required under the Listing Regulations are also attached.

SPECIAL BUSINESS**Item No. 1**

To approve the related party transaction for appointment of Ms. Vinod Aggarwal as a Consultant of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') and Section 188 of the Companies Act, 2013 ("the Act") read with the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any), and Company's Policy on Related Party Transaction(s), and in accordance with the recommendation of the Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to appoint Ms. Vinod Aggarwal, a related party of the Company and wife of Shri HK Aggarwal, Chairman and Managing Director of the Company and mother of Mr. Nikhil Aggarwal, Whole time Director and CEO of Company, to

hold and continue to hold office or place of profit in the Company for a period of three years effective from April 1, 2024 up to March 31, 2027 at a consultancy fee as detailed below:

- a) FY 2024-25 – Rs. 8 lac per month excluding tax and other out of pocket expenses
 - b) FY 2025-26 – Rs. 8 lac per month excluding tax and other out of pocket expenses
 - c) FY 2026-27 – Rs. 8 lac per month excluding tax and other out of pocket expenses
- and on such other terms & conditions as may be applicable as per the policy of the Company.

RESOLVED FURTHER THAT Mr. Sanjay Chhabra, Chief Financial Officer and Ms. Archana Maini, General Counsel & Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, expedient or incidental for the purpose of giving effect to this Resolution and to settle any question or difficulty in connection herewith and incidental hereto.”

**By order of the Board
For Campus Activewear Limited**

Sd/-

Archana Maini

General Counsel and Company Secretary

M. No. A16092

Date: February 09, 2024

Place: Gurugram, Haryana

Regd. Office: D-1, Udyog Nagar Main Rohtak Road, New Delhi-110041

NOTES:

1. The Explanatory Statement pursuant to provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution, is annexed hereto and forms part of this Notice. It also contains the relevant details and Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India.
2. In terms of the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or the RTA or with the Depository(ies) / Depository Participants and whose names appear in the Register of Members / List of Beneficial Owners as on the **cut-off date, i.e., Friday, February 16, 2024**. The Notice is also uploaded on the website of the Company at www.campusactivewear.com, website of the e-voting service provider, i.e., National Securities Depository Limited (NSDL) at NSDL eVoting System and on the websites of National Stock Exchange of India Limited, viz., www.nseindia.com and BSE Limited, viz., www.bseindia.com. All the members of the Company as on the cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a member on the cut-off date shall treat this Notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
3. In accordance with the MCA Circulars, the relevant documents referred to in this Postal Ballot Notice will be made accessible for inspection through electronic mode. The documents will remain available from the date of dispatch of this Notice up to the last day of e-voting, on the website of the Company at www.campusactivewear.com

The Company hereby requests all its members to register their email address, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.

4. SEBI has mandated that any service request received from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details (Form ISR-1) and nomination (Form SH-13 / ISR-3). Members are requested to submit the aforesaid forms duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Forms, to register or update:
 - a) KYC details and Nomination;
 - b) Particulars of bank account for receiving dividend directly in their account through electronic mode or change in their address, for receiving dividend through physical instrument; and
 - c) Email address to receive communication through electronic means, including Annual Report and Notice and other communications.

The said Forms are available on the website of the Company at www.campusactivewear.com and on the website of Registrar and Share Transfer Agent, i.e., Link Intime India Private Limited (Link Intime) at [Link Intime India Pvt Ltd.](#)

Members holding shares in dematerialised mode, who have not registered / updated their aforesaid details are requested to register / update the same with their respective Depository Participants ('DPs').

5. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules, SS-2 and Regulation 44 of the SEBI Listing Regulations, as amended, the Company is providing remote e-voting ("e-voting") facility to the Members to exercise votes on the e-voting platform provided by NSDL to enable them to cast their votes electronically instead of dispatching the Postal Ballot form.
6. The Board of Directors at its meeting held on February 09, 2024, has appointed Mr. Mukul Tyagi, Partner M/s ATG & CO., Company Secretaries (FCS No. 9973) as the 'Scrutiniser' to scrutinise the Postal Ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
7. The e-voting shall commence on Wednesday, February 21, 2024 at 9.00 a.m. (IST) and end on Thursday, March 21, 2024 at 5.00 p.m. (IST). The e-voting module shall be disabled by NSDL for e-voting thereafter. During this period, the members of the Company holding shares as on the cut-off date, i.e., Friday, February 16, 2024, may cast their vote by electronic means in the manner given below. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
8. The Scrutiniser shall, after conclusion of the e-voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman and Managing Director or CEO of the Company. Results of the e-voting will be declared by placing the same along with the Scrutiniser's report on the Company's website, viz., www.campusactivewear.com as well as on the website of National Securities Depository Limited (NSDL) at [NSDL eVoting System](#) and will also be communicated to the stock exchanges on or before Friday March 22, 2024.

Subject to receipt of requisite number of votes, the resolution mentioned in the Notice shall be deemed to be passed on Thursday, March 21, 2024, i.e., the last day of the e-voting period.

The details of the process and manner for remote e-voting are explained herein below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July, 2023, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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"> 1. Existing IDeAS (Internet-based Demat Account Statement) user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  <p>App Store</p> </div> <div style="text-align: center; margin-right: 20px;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-

	Voting option where the evoting is in progress and also be 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 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

B) Login Method 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 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 below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" "127917" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs mukultyagi@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to abhishekm@nsdl.com and evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@campusshoes.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@campusshoes.com.
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July, 2023 on evoting 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.

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013]

In terms of the provisions of Section 102 of the Companies Act, 2013 ("the Act") and Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings ("SS-2") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the following statement sets out the material facts and information regarding the item included in this Postal Ballot Notice:

Item No. 1

The provisions of Section 188 of the Companies Act, 2013 read with the Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 require prior approval of the Company by way of an Ordinary Resolution for related party's appointment to any office or place of profit in the Company at a monthly remuneration exceeding Rs. 2.50 lakhs (i.e. Rs. 30 lakhs p.a.)

Members may note that Ms. Vinod Aggarwal, aged 64 years, a related party under Section 2(76) of Companies Act, 2013, wife of Shri HK Agarwal, Chairman and Managing Director of the Company and mother of Mr. Nikhil Aggarwal, Whole time Director and CEO of Company is proposed to be appointed as a Consultant in the Company for a period of three years with effect from April 01, 2024 till March 31, 2027.

Ms. Vinod Aggarwal has vast experience of over 30 years including 5 years with Campus as a Director and was primarily responsible for developing and implementing company's supply chain operations along with cost saving and operational efficiency. She was also responsible for sourcing of material, procurement, inventory management and distribution.

Her experience and understanding of the footwear industry would be helpful in guiding company's emerging professionals, gearing up to lead and manage the smaller verticals of supply chain.

Scope of work:

- **Strategic Leadership:** Provide strategic guidance to the executive team on supply chain trends, risks, and opportunities.
- **Operational Excellence:** Advise on all aspects of the supply chain, including procurement, logistics, inventory management, and distribution. Streamline and optimize processes to enhance efficiency and reduce costs while maintaining quality standards.
- **Collaboration:** Advise on collaboration and strong relationships with key stakeholders, including suppliers, distributors, and internal teams. Work closely with other departments to ensure alignment of supply chain activities with overall business objectives.
- **Risk Management:** Guide to implement risk management strategies to ensure continuity of supply.

- **Production Planning:** Advise on production planning processes to ensure efficient utilization of resources, timely manufacturing output, and optimal inventory levels. Collaborate with production teams to align manufacturing schedules with demand forecasts.

In accordance with Section 188(1) read with Rules framed thereunder and SEBI (LODR) Regulations, 2015, the appointment of any related party to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding Rs. 2.5 Lakhs requires **shareholders' approval** by way of passing a resolution at the general meeting of the Company.

All the terms and conditions of the consultancy to be availed from Ms. Vinod Aggarwal is captured in the consultancy agreement which is available for inspection by the shareholders of the Company.

Proposed fee structure of the Consultancy services to be availed from Ms. Vinod Aggarwal is as follows:

- FY 2024-25 –Rs. 8 lac per month excluding tax and other out of pocket expenses
- FY 2025-26 – Rs. 8 lac per month excluding tax and other out of pocket expenses
- FY 2026-27 – Rs. 8 lac per month excluding tax and other out of pocket expenses

and on such other terms & conditions as may be applicable as per the policy of the Company.

Since, the consultancy fees payable to Ms. Vinod Aggarwal for the FY 2024– 25 to FY 2026 – 27 will exceed the prescribed ceiling of Rs. 30 lakhs per annum, approval of the Members is sought for Ms. Vinod Aggarwal to hold and continue to hold an office or place of profit in the Company, by way of an Ordinary Resolution.

The Audit Committee and the Board of Directors, at their meeting held on February 09, 2024 have accorded their approval to Ms. Vinod Aggarwal to hold and continue to hold the office or place of profit in the Company on the above mentioned remuneration and other terms & conditions as may be applicable, subject to the approval of members of the Company.

The relevant details pertaining to the proposed related party transaction as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and Pursuant to SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July, 2023 issued by the Securities and Exchange Board of India ("SEBI") are as follows:

S.No	Particulars	Details
1.	A summary of the information provided by the management of the listed entity to the audit committee as specified in the said Circular issued by the SEBI:	
	a. Name of the related party	Ms. Vinod Aggarwal
	b. Name of Director or Key Managerial Personnel who is related, if any	Shri HK Agarwal, Chairman and Managing Director and Mr. Nikhil Aggarwal, Whole time Director and CEO of Company
	c. Nature of relationship	Wife and mother respectively
	d. Nature, material terms, monetary value and particulars of the contract or arrangements.	All the terms and conditions of the consultancy to be availed from Ms. Vinod Aggarwal is captured in the consultancy

		<p>agreement which is available for inspection by the shareholders of the Company. Proposed fee structure of the Consultancy services to be availed from Ms. Vinod Aggarwal is as follows:</p> <p>a) FY 2024-25 – Rs. 8 lac per month excluding tax and other out of pocket expenses</p> <p>b) FY 2025-26 – Rs. 8 lac per month excluding tax and other out of pocket expenses</p> <p>c) FY 2026-27 – Rs. 8 lac per month excluding tax and other out of pocket expenses and on such other terms & conditions as may be applicable as per the policy of the Company.”</p>
<p>2.</p>	<p>Justification for why the proposed transaction is in the interest of the listed entity</p>	<p>Ms. Vinod Aggarwal has spent few decades in the footwear industry and understands the nuances of this industry. She has been a pioneer in the industry and would help us analyse the existing processes and mark areas of improvement and explore strategies to enhance company’s performance. She would use her knowledge and expertise to identify and maintain focus on key success factors of Campus while recognizing, anticipating, and resolving organizational challenges. Her ability to develop organization and industry specific expertise and apply sound decision-making processes to reach productive resolutions that translate strategy into actionable business plans would benefit the overall growth of the organization.</p>
<p>3.</p>	<p>Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) of the said Circular issued by</p>	<p>Not applicable</p>

	the SEBI.	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not applicable
5.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Not applicable
6.	Any other information that may be relevant.	NIL

None of the Directors or Key Managerial Personnel or their relatives except Shri HK Agarwal, Chairman and Managing Director and Mr. Nikhil Aggarwal, Whole time Director and CEO of the Company are deemed to be directly or indirectly concerned or interested in the resolution.

In terms of the General Circular No. 30 / 2014 dated July 17, 2014 issued by the Ministry of Corporate Affairs, no member of the Company shall vote on this resolution, if such member is a related party in the context of the contract or arrangement for which the resolution is being passed. Accordingly, Shri HK Agarwal, Chairman and Managing Director and Mr. Nikhil Aggarwal, Whole time Director and CEO of the Company and their relatives are deemed to be a related party and shall not vote on this resolution.

The Board recommends the resolution set out in the Item No. 1 of this Notice for approval of the Members.

**By order of the Board
For Campus Activewear Limited**

Sd/-

Archana Maini

General Counsel and Company Secretary

M. No. A16092

Date: February 09, 2024

Place: Gurugram

Regd. Office: D-1, Udyog Nagar Main Rohtak Road, New Delhi-110041