KHADIM

April 06, 2021

The Manager
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001
Scrip Code: 540775

The Manager
The Listing Department,
National Stock Exchange of India Limited
C-1, G-Block, Bandra-Kurla Complex
Bandra, (E), Mumbai – 400 0051
Scrip Symbol: KHADIM

Dear Sir / Madam,

Subject: Intimation of Postal Ballot Notice under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In continuation to our letter dated March 26, 2021, please find enclosed herewith Postal Ballot Notice dated March 25, 2021 which has been sent through electronic mode only to those Members whose e-mail IDs are registered with the Depository Participants (DPs) / Registrar and Share Transfer Agent (RTA) / the Company as on the cut-off date i.e., Friday, April 02, 2021.

Thanking you,

Yours faithfully,

For **Khadim India Limited**

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

Encl: As above

KHADIM INDIA LIMITED

CIN: L19129WB1981PLC034337
Regd. Off. : "Kankaria Estate", 5th Floor, 6, Little Russell Street, Kolkata - 700 071
Tel No.: +91 33 4009 0501 | Fax No. +91 33 4009 0500 | E-mail: compliance@khadims.com
Website: www.khadims.com

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), ("the Rules"), the General Circulars, issued by the Ministry of Corporate Affairs ('MCA'), bearing No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 (collectively the "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and other applicable laws and regulations, to transact the following Special Business by the Members of Khadim India Limited ('Company') by passing the proposed resolutions as Special Resolutions through Postal Ballot to be conducted by Remote Electronic Voting ('e-voting'):

Special Business:

Item No. 1:

Approval of "Khadim Employee Stock Option Plan 2021" ("ESOP 2021"/ "Plan")

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder, the provisions of Regulation

6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI SBEB Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company and further subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority(ies) while granting such approvals, permissions and sanctions, the consent of the Members' of the Company be and is hereby accorded to the introduction and implementation of **'Khadim Employee Stock Option Plan 2021' ("ESOP 2021"/ "Plan")** and authorizing the Board of Directors of the Company *(hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations)* to create, offer and grant from time to time, in one or more tranches, not exceeding 9,45,769 employee stock options to or for the benefit of such person(s) who are in permanent employment of the Company within the meaning of ESOP 2021, including any Director, whether Whole-time or otherwise (other than the employees who are Promoters of the Company or belonging to the Promoter Group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the ESOP 2021, exercisable into not more than 9,45,769 equity shares of face value of ₹ 10/- (Rupees Ten Only) each fully paid-up, where one employee stock option would convert in to one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2021.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division / undertaking and re-organisation and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued."

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option

grantees under the ESOP 2021 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted under ESOP 2021 on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2021.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants, agencies or representatives, being incidental to the effective implementation and administration of ESOP 2021 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

Item No. 2:

Approval of proposed grant of Options equal to or exceeding 1% of the issued capital to specified employee

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI SBEB Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and further subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed by any authority(ies) while granting such approvals, permissions and sanctions, the approval of the Members of the Company be and is hereby accorded authorising the Board of Directors of the Company *(hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution)* to create, offer and grant from time to time such number of options in one or more tranches under **'Khadim Employee Stock Option Plan 2021' ("ESOP 2021"/ "Plan")** exercisable into equal number of equity shares of face value of ₹ 10/- (Rupees Ten Only) each fully paid up as per terms of ESOP 2021, which may equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option to the following permanent employee including any Director, whether Whole-time or otherwise (other than the employees who are Promoters of the Company or belonging to the Promoter Group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of the Company:"

Name of the Employee	Designation
Ms. Namrata Ashok Chotrani	Chief Executive Officer

By Order of the Board of Directors
For **Khadim India Limited**

Sd/-
Abhijit Dan
Company Secretary & Head - Legal
ICSI Membership No. A21358

Place: Kolkata
Date: March 25, 2021

NOTES:

1. In compliance with the General Circulars, issued by the Ministry of Corporate Affairs ('MCA'), bearing No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 (collectively the "MCA Circulars"), this Postal Ballot shall be conducted by remote electronic voting only and the Postal Ballot Notice is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent i.e., Link Intime India Private Limited (LIIPL). Accordingly, the physical copy of this Postal Ballot Notice, postal ballot forms and postage pre-paid reply envelope will not be sent to the Members for this Postal Ballot in accordance with the MCA Circulars.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder setting out material facts concerning the Resolution is annexed hereto as **Annexure-I**.

3. Mr. A. K. Labh (FCS - F4848, CP No. 3238), Practicing Company Secretary from A.K. Labh & Co. Company Secretaries, having office at 40, Weston Street, 3rd Floor, Kolkata -700013 has been appointed as Scrutinizer for conducting Postal Ballot in a fair and transparent manner pursuant to a resolution passed by the Board of Directors at its meeting held on March 25, 2021.

4. Members may note that this Postal Ballot Notice will also be available on the website of the Company viz., www.khadims.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com and shall also be available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com.

5. The Members of the Company whose names appear in the Registrar of Members / List of Beneficial Owners as on Friday, April 02, 2021 (including those Members who may not have received this Postal Ballot Notice due to non-registration of the e-mail addresses with the Company / the RTA / the Depositories), shall only be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.

6. Voting rights shall be reckoned on the paid up capital of shares registered in the name of Member / list of Beneficial Owners as on the **cut-off date i.e., Friday, April 02, 2021** (as on the close of working hours).

7. A Member cannot exercise votes by proxy on the Postal Ballot.

8. The resolutions, if approved, shall be deemed to have been passed on the last date of voting i.e., Friday, May 07, 2021.

9. The Scrutinizer's decision on the validity of the vote shall be final.

10. The Scrutinizer will submit his report to the Chairman or any other authorized person of the Company after completion of the scrutiny. The results of Postal Ballot will be declared by Sunday, May 09, 2021 and will be hosted on the Company's Website i.e., www.khadims.com and on the website of NSDL and will also be communicated to the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited.

11. **Voting through electronic means ("e-voting")**:

i. As per the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars and Regulation 44 of the Listing Regulations, the Company is pleased to facilitate its Members to cast their vote through remote e-voting. 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 to the Members, who are holding the shares as on the cut-off date i.e, Friday, April 02, 2021. Accordingly, Members may give their assent or dissent through remote e-voting only.

ii. **The remote e-voting facility shall commence at 9:00 A.M. (IST) on Thursday, April 08, 2021 and ends at 5:00 P.M. (IST) on Friday, May 07, 2021**. During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date i.e., Friday, April 02, 2021 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.

iii. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the process of e-voting by way of a single login credentials is yet to be implemented by the e-voting service providers (ESPs). Accordingly, e-voting under this Postal Ballot is not covered under the same process.

12. **Instructions for e-voting:**

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-voting system at https://www.evoting.nsdl.com/

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

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :
   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 isIN300***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. Your password details 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, your 'initial password' is communicated to you on your postal address.

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.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
   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 given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-voting as the Voting page opens.
5. 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.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in.

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 / grievance, you 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 toll free no.: 1800-1020-990 / 1800-22-44-30 or send a request at evoting@nsdl.co.in. Member's may also write to the Company at compliance@khadims.com or call at 033-4009-0501.

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 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.

Alternatively, Member may send an e-mail request to evoting@nsdl.co.in for obtaining User Id and Password by providing the details mentioned in the above point w.r.t Physical Holding along with their Folio No. and DP ID / Client ID as the case may be.

Annexure-I

Explanatory Statement pursuant to the provisions of Section 102 of Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

Item No. 1:

Approval of "Khadim Employee Stock Option Plan 2021" ("ESOP 2021"/ "Plan")

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based compensation scheme. Your Company believes that equity based compensation plans are an effective tool to reward the talents working with your Company. With a view to motivate the key work force seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents and to retain them for ensuring sustained growth, your Company intends to implement an employee stock option plan namely **'Khadim Employee Stock Option Plan 2021' ("ESOP 2021"/ "Plan")** seeking to cover eligible employees of the Company.

Accordingly, the Nomination and Remuneration Committee of the Directors ("Committee") and the Board of Directors of the Company at their respective meetings held on March 25, 2021 had approved the introduction of ESOP 2021, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), the Company seeks your approval as regards implementation of the Plan and grant of options thereunder to the eligible employees of the Company as decided from time to time as per provisions of the Plan read with provisions of SEBI SBEB Regulations.

The main features of the ESOP 2021 are as under:

A. Brief Description of the Plan:

Keeping view the aforesaid objectives, the ESOP 2021 contemplates grant of options to the eligible employees of the Company. After vesting of options, the eligible employees earn a right, but not an obligation, to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall act as Compensation Committee for the administration of ESOP 2021. All questions of interpretation of the ESOP 2021 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOP 2021.

B. Total number of options to be granted:

The total number of options to be granted under the ESOP 2021 shall not exceed 9,45,769. Each option when exercised would be converted in to one equity share of ₹ 10/- (Rupees Ten Only) each fully paid-up. Further, SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under the ESOP 2021 remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling, shall be deemed to be increased to the extent of such additional options issued.

C. Identification of classes of employees entitled to participate in the ESOP 2021:

All permanent employees and Directors (hereinafter referred to as "Employees") of the Company shall be eligible subject to determination or selection by the Committee. Following classes of employees / Directors are eligible being:

i. a permanent employee of the Company who has been working in India or outside India;
ii. a director of the Company, whether a whole time director or not but excluding an independent director.

but does not include—

(i) an employee who is a Promoter or belongs to the Promoter Group; and
(ii) a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company.

D. Requirements of Vesting and period of Vesting:

All the options granted on any date shall vest not earlier than minimum period of **1 (One) year** and not later than a maximum period of **4 (Four) years** from the date of grant of options as may be determined by the Committee. The Committee may extend, shorten or otherwise vary the vesting period from time to time subject to these minimum and maximum vesting period.

The vesting dates in respect of the options granted under the ESOP 2021 shall be determined by the Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of options to be vested.

Options shall vest essentially based on continuation of employment / service as per requirement of SEBI SBEB Regulations. Apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

E. Maximum period within which the options shall be vested:

All the options granted on any date shall vest not later than a **maximum of 4 (Four) years** from the date of grant of options as stated above.

F. Exercise price or pricing formula:

The Exercise Price shall be determined by the Committee at its sole discretion which shall not be less than the face value of the Share as on date of Grant of such Option.

G. Exercise period and the process of exercise:

The exercise period would commence from the date of vesting and will expire on completion **5 (Five)** years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.

The vested option shall be exercisable by the option grantees by a written application to the Company expressing his / her desire to exercise such options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the option grantee. The options shall lapse if not exercised within the specified exercise period.

H. Appraisal process for determining the eligibility of employees under the ESOP 2021:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous year(s), contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

I. Maximum number of options to be issued per employee and in aggregate:

The maximum number of options that may be granted to any specific employee of the Company per employee and in aggregate under the ESOP 2021 shall not exceed 4,55,000 options.

J. Maximum quantum of benefits to be provided per employee under the ESOP 2021:

Apart from grant of options as stated above, no monetary benefits are contemplated under the ESOP 2021.

K. Route of ESOP 2021 implementation:

The ESOP 2021 shall be implemented and administered directly by the Company.

L. Source of acquisition of shares under ESOP 2021:

The ESOP 2021 contemplates issue of fresh / primary shares by the Company.

M. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the present ESOP 2021.

N. Maximum percentage of secondary acquisition:

This is not relevant under the present ESOP 2021.

O. Accounting and Disclosure Policies:

The Company shall follow the IND AS 102 on Share based Payments and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein. In case, the existing guidance note or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SEBI SBEB Regulations.

P. Method of option valuation:

The Company shall adopt 'fair value method' for valuation of options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

Q. Declaration:

In case, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Consent of the Members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the ESOP 2021 is available for inspection in physical or in electronic form during office hours at the Registered Office of the Company on all working days till the last date of receipt of votes through the e-voting process. 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.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted options under the ESOP 2021.

Item No. 2:

Approval of proposed grant of Options equal to or exceeding 1% of the issued capital to specified employee

The Board has sought your approval to implement **'Khadim Employee Stock Option Plan 2021' ("ESOP 2021"/ "Plan")**. The Company consistently believes in the philosophy of creating entrepreneurial teams to operate its businesses and create superior shareholder return. It would be implemented keeping in view the incentivization requirements of the key employees through equity based compensation.

It is imperative that the current team led by following personnel have substantial interest in the business and for that reason grant of so much of the employee stock options have been proposed to retain and incentivize driving performance leading to improved corporate growth and profitability:

Name	Designation
Ms. Namrata Ashok Chotrani	Chief Executive Officer

In the background above, approval of the Members is being sought for the issue of so much of the employee stock options to the aforesaid personnel, in one or more tranches, exercisable into equity shares of the Company being equal to or exceeding 1% of the issued capital of the Company.

None of the Directors, Key Managerial Personnel, or their relatives is concerned or interested in this resolution except to the extent and manner set out in the resolution.

In light of above, you are requested to accord your approval to the Special Resolutions as set out at Agenda Item No.1 and 2 of the accompanying notice.

By Order of the Board of Directors
For **Khadim India Limited**

Sd/-
Abhijit Dan
Company Secretary & Head - Legal
ICSI Membership No. A21358

Place: Kolkata
Date: March 25, 2021