September 06, 2021

The Manager
The Department of Corporate Services
BSE Limited
P. J. Towers
Dalal Street, Mumbai - 400 001
Scrip 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 40th Annual General Meeting of Khadim India Limited (the "Company")

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 40th Annual General Meeting (AGM) of the members of the Company scheduled to be held on Tuesday, September 28, 2021 at 11:30 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The aforesaid Notice of the 40th 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**

ABHIJIT DAN
Digitally signed by ABHIJIT DAN
Date: 2021.09.06 22:45:01 +05'30'

Company Secretary & Head - Legal
Membership No.: A21358

Encl: As above

NOTICE

NOTICE is hereby given that the 40th (Fortieth) Annual General Meeting ('AGM') of the members of Khadim India Limited ("the Company") will be held on **Tuesday, September 28, 2021 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, 2021 together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint Director in place of Mr. Siddhartha Roy Burman (DIN: 00043715), who retires by rotation and being eligible, offers himself for re- appointment.

SPECIAL BUSINESS:

3. **Appointment of M/s. Ray & Ray, Chartered Accountants as the Statutory Auditors of the Company to fill the casual vacancy**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and upon recommendation of the Audit Committee and Board of Directors, the approval of the Members of the Company be and is hereby accorded for the appointment of M/s. Ray & Ray, Chartered Accountants, (Firm's Registration No. 301072E), having their head office at Webel Bhavan, Ground Floor, Block – EP & GP, Sector – V, Salt Lake, Kolkata – 700091, as the Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.: 302009E).

   RESOLVED FURTHER THAT M/s. Ray & Ray, Chartered Accountants shall hold office from August 12, 2021 till the conclusion of this (40th) Annual General Meeting, at a fee to be mutually decided plus out of pocket expenditure, if any, between the Board of Directors and the Statutory Auditors of the Company."

4. **Appointment of M/s. Ray & Ray, Chartered Accountants as the Statutory Auditors of the Company for a period of 5 consecutive years**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and upon recommendation of the Audit Committee and Board of Directors, the approval of the Members of the Company be and is hereby accorded for the appointment of M/s. Ray & Ray, Chartered Accountants, (Firm's Registration No. 301072E), having their head office at Webel Bhavan, Ground Floor, Block – EP & GP, Sector – V, Salt Lake, Kolkata – 700091, as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years commencing from the conclusion of this (40th) Annual General Meeting till the conclusion of the 45th Annual General Meeting to be held in the financial year 2026-27, at such remuneration and out-of-pocket expenses, if any, as may be mutually agreed between the Board of Directors and the Statutory Auditors of the Company."

5. **Payment of remuneration to Mr. Siddhartha Roy Burman (DIN: 00043715), Chairman & Managing Director for a further period of 2 years of his remaining tenure w.e.f. April 01, 2022 to March 31, 2024**

   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 198 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and 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 payment of remuneration as set out in the explanatory statement annexed hereto, to Mr. Siddhartha Roy Burman (DIN: 00043715), Chairman & Managing Director of the Company, for a further period of 2 (Two) years of his tenure w.e.f. April 01, 2022 to March

NOTICE

31, 2024 (both days inclusive), with liberty to the Board of Directors (including any Committee of Directors) to vary, amend or revise the remuneration within the maximum ceiling in accordance with the provisions of the Companies Act, 2013 and as may be agreed to between the Board of Directors and Mr. Siddhartha Roy Burman.

RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the Members at the 38th Annual General Meeting held on August 08, 2019 with respect to the re-appointment of Mr. Siddhartha Roy Burman as Chairman & Managing Director for a period of 5 (Five) years w.e.f. April 01, 2019 shall continue to remain in full force and effect."

6. **Re-appointment of Prof. (Dr.) Surabhi Banerjee (DIN: 07829304) as an Independent Director of the Company for second term of 5 consecutive years**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149 & 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the rules thereunder, Regulation 16(1)(b) of the 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 the Articles of Association of the Company, the approval of the Members of the Company be and is hereby granted for the re-appointment of Prof. (Dr.) Surabhi Banerjee (DIN: 07829304), for a second term of 5 (Five) consecutive years, commencing from May 25, 2022 to May 24, 2027, who is currently holding the office as an Independent Director up to May 24, 2022 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation."

7. **Payment of commission to Independent Directors of the Company for the financial year ended March 31, 2021**

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, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made thereunder read with Schedule V to the Act and Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), 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 ₹ 1,00,000/- (Rupees One Lakh Only) to each of the Independent Directors of the Company for the financial year ended March 31, 2021 in addition to the fees / reimbursement of expenses (if any) for attending the meetings of the Board and its Committees."

8. **To fix minimum fee for serving various documents to the Members of the Company**

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

"**RESOLVED THAT** in accordance with the provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to Article 56 (b) and 56 (c) of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the document(s), that he / she is entitled to receive as a member under the Companies Act, 2013 and rules made thereunder, through a particular mode (by post or by registered post or by speed post or by courier or such electronic or other mode as may be prescribed, depending on event and circumstance of each case from time to time), pursuant to any request has been made by such member for delivery of such document to him / her through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance before the dispatch of the document by the Company and that no such request(s) shall be entertained by the Company till receipt of such fees from such member towards the dispatch of such documents by the Company."

By Order of the Board of Directors

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

Date: August 11, 2021
Place: Kolkata

NOTICE

NOTES:

1. Pursuant to the General Circular Number 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as "the MCA Circulars") and Circular Number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular Number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI), 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") and the aforesaid Circulars, the AGM of the Company is being 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 26(4) and 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, relating to the re-appointment of Mr. Siddhartha Roy Burman and Prof. (Dr.) Surabhi Banerjee at the AGM, is enclosed herewith and marked as **Annexure-II**.

4. Since the AGM is being 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 the 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., Tuesday, September 28, 2021. 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.

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 Wednesday, September 22, 2021 till Tuesday, September 28, 2021 (inclusive of both days) for the purpose of the AGM of the Company.

12. Members are requested to quote the ledger folio / DP ID in all communication with the Company.

NOTICE

13. Members desirous of making a nomination in respect of their shareholding, under Section 72 of the Act are requested to send their request to the Secretarial Department in the prescribed form.

14. Members are requested to:

    a) intimate to the Secretarial Department or Company's Registrar and Transfer Agent, Link Intime India Private Limited (LIIPL), changes, if any, in their registered addresses, telephone number / mobile number at an early date, along with self-attested copy of address proof i.e. Aadhaar Card / electricity bill / telephone bill / driving license / passport / bank passbook particulars in case of Shares held in physical form; and

    b) intimate to the respective Depository Participant, changes, if any, in their registered addresses, telephone number / mobile number at an early date, along with self-attested copy of address proof i.e. Aadhaar Card / electricity bill / telephone bill / driving license / passport / bank passbook particulars in case of Shares held 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 from Monday, September 20, 2021 (10:00 a.m. IST) to Thursday, September 23, 2021 (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 queries 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 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.

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

NOTICE

18. In compliance with the MCA Circulars and the aforesaid SEBI Circular dated May 12, 2020 and January 15, 2021, 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 website of NSDL www.evoting.nsdl.com. The Notice of the AGM along with the Annual Report will also be available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com.

19. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 07, 2020, read with SEBI circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 02, 2020, had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this, members holding shares in physical form 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:**

    i. Members will be able to attend the AGM through VC / OAVM through the NSDL e-voting system.

    ii. 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.

    iii. 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:**

    i) 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 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.

    ii) 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.

    iii) **The remote e-voting period commences at 9:00 a.m. IST on Saturday, September 25, 2021 and ends at 5:00 p.m. IST on Monday, September 27, 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., Tuesday, September 21, 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.

    iv) 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.

NOTICE

22. In order to scrutinize the e-voting process in a fair and transparent manner Mr. A.K. Labh, Practicing Company Secretary (FCS-4848 / CP-3238), from M/s. A.K. Labh & Co., Company Secretaries, having office at 40, Weston Street, 3rd Floor, Kolkata - 700 013, 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, within 48 hours of conclusion of the AGM, to the Chairman or a person authorized by him in writing who shall countersign the same and declare 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.

25. **The note on "Statutory Auditors" mentioned in the Board's Report dated June 17, 2021 would be read as follows**:

    M/s. Deloitte Haskins & Sells (Firm Registration No. 302009E, Chartered Accountants) were re-appointed by the members of the Company at the 37th Annual General Meeting as Statutory Auditors of the Company for a second term of 5 (Five) consecutive years commencing from the conclusion of the Annual General Meeting held on September 06, 2018 till the conclusion of the 42nd Annual General Meeting to be held in the year 2023.

    However, they have resigned on August 11, 2021 stating that the reduction in the Audit Fees proposed by the Company's management, as a part of continuous cost-optimisation measures of the Company, is not commensurate with the efforts involved in the audit. M/s. Deloitte Haskins & Sells (Firm Registration No. 302009E, Chartered Accountants) before resigning have issued the limited review report w.r.t the Unaudited Standalone and Consolidated Financial Results of the Company for the quarter ended June 30, 2021, in compliance with the SEBI Circular CIR/CFD/CMD1/114/2019 dated as on October 18, 2019.

    Subject to the approval of the members of the Company at the ensuing 40th Annual General Meeting, the Board has appointed M/s. Ray & Ray, Chartered Accountants, (Firm's Registration No. 301072E) to fill the casual vacancy caused by the above resignation, from August 12, 2021 till the conclusion of the ensuing 40th Annual General Meeting.

    The Board has also appointed M/s. Ray & Ray, Chartered Accountants, for a consecutive period of 5 (Five) years from the conclusion of 40th Annual General Meeting till the conclusion of 45th Annual General Meeting, subject to the approval of members at the ensuing Annual General Meeting.

NOTICE

Annexure-I

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

Item No. 3 & 4

M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.: 302009E) who was re-appointed by the members of the Company vide its 37th Annual General Meeting held on September 06, 2018 as the Statutory Auditors of the Company for a second term of 5 (Five) consecutive years commencing from the conclusion of 37th Annual General Meeting till the conclusion of the 42nd Annual General Meeting, have resigned from the audit engagement on August 11, 2021 stating that the reduction in the Audit Fees proposed by the Company's management, as a part of continuous cost-optimisation measures of the Company, is not commensurate with the efforts involved in the audit. M/s. Deloitte Haskins & Sells, Chartered Accountants have confirmed to the Audit Committee and the Board of Directors that there were no other concern or issue w.r.t. resignation except for the commercial reason.

In accordance with the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019, M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.: 302009E) have completed audit w.r.t Unaudited Standalone and Consolidated Financial Results of the Company for the quarter ended June 30, 2021 and issued Limited Review Report thereon before resigning.

In view of the above, the members of the Audit Committee have taken into account the experience and expertise of M/s. Ray & Ray, Chartered Accountants (Firm Registration No.: 301072E) and recommended to the Board for the appointment of M/s. Ray & Ray, Chartered Accountants as the Statutory Auditors of the Company for the periods as specified below, subject to approval of the members at the ensuing 40th Annual General Meeting:

i. From August, 12, 2021 till the conclusion of the ensuing 40th Annual General Meeting to fill the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sells as the Statutory Auditors of the Company.

ii. From the conclusion of 40th Annual General Meeting till the conclusion of 45th Annual General Meeting i.e., for a consecutive period of 5 (Five) years.

M/s. Ray & Ray, Chartered Accountants, were acted as the Statutory Auditors of the Company prior to the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, till the financial year 2012-13. Considering their familiarisation with respect to the operations and functions of the Company and their long-standing professional services as an Audit Firm, the Audit Committee has approved their appointment.

Accordingly, in compliance with the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and upon the recommendation of the Audit Committee, the Board of Directors at its meeting held on August 11, 2021 approved the appointment of M/s. Ray & Ray, Chartered Accountants (Firm Registration No.: 301072E) as the Statutory Auditors of the Company for the periods as specified above.

The brief profile of M/s. Ray & Ray, Chartered Accountants w.r.t. their appointment as Statutory Auditors as referred to in Item no. 3 and 4 of the Notice is as under:

M/s. Ray & Ray, Chartered Accountants, is one of the leading CA firms in India with its head office in Kolkata. The firm has a pan India presence through its branch offices in major metropolitan cities and offers audit, tax and advisory services in India and abroad.

M/s. Ray & Ray branch offices are located in major metro cities in India including New Delhi, Mumbai, Bengaluru, Chennai and Hyderabad and have dedicated team of professionals capable of offering services across a range of verticals at any location within India or abroad.

M/s. Ray & Ray, over the last nine decades, since its inception in 1922, has grown into an institution that embodies the highest standards of professional integrity, values and expertise.

M/s. Ray & Ray has provided services to large number of industries in different sectors and has gained in-depth knowledge in their functioning and acquired the domain experience.

NOTICE

M/s. Ray & Ray, Chartered Accountants have conveyed their consent to be appointed as the Statutory Auditors of the Company for the periods as specified above, along with the requisite confirmation that, their appointment, if made by the shareholders, will be within the limits prescribed under the Act.

The Board recommends both the Ordinary resolutions at item no. 3 and 4 for the approval of the Shareholders.

None of the Directors of the Company, Key Managerial Personnel or their respective relatives is in any way concerned or interested, financially or otherwise in the resolutions as set out at item no. 3 and 4 of the Notice.

Item No. 5

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 the Chairman & Managing Director (also "Whole-time Key Managerial Personnel") for a further period of 5 years with effect from April 01, 2019 till March 31, 2024 (both days inclusive) at such remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his re-appointment) with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling in accordance with the provisions of the Companies Act, 2013 and as may be agreed to between the Board of Directors and Mr. Siddhartha Roy Burman.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved payment of remuneration to Mr. Siddhartha Roy Burman, Chairman & Managing Director of the Company for the rest of his tenure w.e.f April 01, 2022 to March 31, 2024.

Members may note that the Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor as on date. Further, the Company has not issued any debentures as on date.

The details of 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 or amendment thereof, Mr. Siddhartha Roy Burman shall be entitled to receive from the Company the following remuneration:

I. Salary

Not exceeding ₹ 22,50,000/- (Rupees Twenty Two Lakh Fifty Thousand Only) per annum with an annual increment up to 20% on the last drawn basic salary.

II. Performance Linked Incentive & Commission

Subject to the provisions of the Act, 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 Board of Directors and the Nomination & Remuneration Committee (NRC). The said amount of commission payable to Mr. Siddhartha Roy Burman will be based on his performance as evaluated by the Board or the NRC 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:

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.

NOTICE

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. **Communication Facilities at Residence**

Company would maintain one telephone connection and internet connections at the residence of Mr. Siddhartha Roy Burman for official use only, in addition to the cell phone.

v. **Leave Travel Compensation for self and family**

LTC will be given at the rate of 12% of yearly Basic Salary payable per year.

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.

iii. **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 the tenure of this contract. In case of renewal of this Agreement, 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 however to the approval of the Members of the Company.

Minimum Remuneration

In the event of absence or inadequacy of profits of the Company in any financial year(s), 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 read with rules made thereunder, also read with the terms of Schedule V thereto as applicable. Such minimum remuneration can be payable for a further period of 2 (Two) years of his tenure w.e.f. April 01, 2022 to March 31, 2024 (both days inclusive) in case of loss or inadequacy of profit.

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 this agreement.

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

I. **General Information**

1. Nature of Industry:

   Footwear Manufacturing, Retailing and Wholeselling.

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

   Not applicable, the Company is an existing Company.

NOTICE

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, 2021.

5. Foreign Investment or collaborations, if any:

   No such investment or collaboration yet.

II. Information about Mr. Siddhartha Roy Burman:

Particulars	Details
Background Details	Mr. Siddhartha Roy Burman is a Promoter, Chairman & Managing Director of the Company. He holds bachelor's degree in Commerce from the University of Calcutta. He is responsible for the overall strategic decision making of the Company and provides leadership to all operations. Under his leadership and guidance, the Company completed its Initial Public Offering (IPO) and Equity shares were listed on BSE and NSE on November 14, 2017. He has been associated with the Company since incorporation and was appointed as the Managing Director with effect from April 01, 2005 and subsequently on November 26, 2012, he has been re-designated as Chairman & Managing Director and continuing as such. He has 38 years of experience 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.
Past Remuneration	₹ 23.49 million for the financial year ended March 31, 2021
Recognition and Award	Under the Leadership of Mr. Siddhartha Roy Burman, the Company ranked 1st in Footwear Retail as "India's most attractive Brands 2013" based on a study conducted on Top 500 Brands in India by Trust Research Advisory Private Limited and also ranked 200 as most attractive Brand in the Country based on the said study. Further, based on the said study the Company ranked 26th as most attractive brands in eastern India. The Company has won "The Economic Times CHAMPIONS of Rural Market" award in 2018.
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 is at par with the Industry standards and on account of the rich experience of Mr. Siddhartha Roy Burman in Footwear domain.
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 on March 31, 2021 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.

NOTICE

III. **Other Information**

a. Reasons for loss or inadequate profits:

The business conditions are dynamic and the Company has incurred loss for the financial year March 31, 2021. Further, considering the unprecedented impact of Covid-19 Pandemic including nationwide / state wise lock down imposed by the Central / various State Governments on the Economy and business, the Company may incur loss during the remaining term of Mr. Siddhartha Roy Burman and in such event Mr. Siddhartha Roy Burman would require to be compensated adequately considering the abilities and varied 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 omnichannel sales network by interlinking its e-commerce platform and stores across the country. The Company is in frequent interaction with the customers and other stake holders 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.

In accordance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the said Act the terms of remuneration payable to Mr. Siddhartha Roy Burman require approval of the members by passing a Special Resolution.

The Board recommends the special resolution set out at Item No. 5 for approval of the shareholders.

Except Mr. Siddhartha Roy Burman (Self), Mr. Ritoban Roy Burman (Son) and Mr. Rittick Roy Burman (Son), and their relatives, none of the Directors 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. 6

Prof. (Dr.) Surabhi Banerjee, Independent Director had been appointed by the Members at the Annual General Meeting held on September 6, 2017 for a term of 5 (Five) consecutive years up to May 24, 2022.

Based on professional skill, knowledge, experience, continued valuable guidance to the management and the contributions made by Prof. (Dr.) Surabhi Banerjee during her association with the Company and also on the basis of her performance evaluation, the Board of Directors of the Company has, on the recommendation of the Nomination and Remuneration Committee, considered it desirable that it shall be in the interest of the Company to continue to avail the services of Prof. (Dr.) Surabhi Banerjee, as an Independent Director of the Company.

Further, in the opinion of the Board, Prof. (Dr.) Surabhi Banerjee fulfils the conditions specified in the Act read with Schedule IV to the Act and Rules made thereunder and also under the Listing Regulations for re-appointment as an Independent Director of the Company.

Prof. (Dr.) Surabhi Banerjee is independent of the Management of the Company.

It is therefore proposed to re-appoint Prof. (Dr.) Surabhi Banerjee as an Independent Director of the Company, to hold office for a second term of 5 (Five) consecutive years, commencing from May 25, 2022 to May 24, 2027, with a period of office not liable to retire by rotation.

The details of Prof. (Dr.) Surabhi Banerjee are provided in the Annexure-II to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standards on General Meetings.

NOTICE

Prof. (Dr.) Surabhi Banerjee is eligible and is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has consented to continue as an Independent Director of the Company. The Company has also received a declaration that she meets with the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 25(8) of the Listing Regulations. Further, the Company has pursuant to Section 160 of the Act, received notice, in writing, from a member proposing her candidature for re-appointment as an Independent Director.

All relevant documents concerning re-appointment of Prof. (Dr.) Surabhi Banerjee as an Independent 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., Tuesday, September 28, 2021.

None of the Directors / Key Managerial Personnel of the Company or their relatives except Prof. (Dr.) Surabhi Banerjee are concerned or interested (financially or otherwise), in the proposed resolution to be passed as a Special Resolution.

The Board recommends the special resolution as set out in Item No. 6 of the Notice, for approval of the members of the Company.

Item No. 7

The Company is being immensely benefited from the expertise, skill, knowledge, experience, continued valuable guidance provided by the Independent Directors to the management.

The Independent directors devote their valuable time during Board and Committee meetings of the Company and discuss with the management on the strategic and critical issues and provide guidance and suggestions for the same from time to time for the welfare of the Company.

Considering their roles and responsibilities, the Board of Directors of the Company at its meeting held on June 17, 2021 have approved payment of commission of ₹ 1,00,000/- (Rupees One Lakh Only) to each of the Independent Directors of the Company for the financial year ended March 31, 2021 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 Director as per Remuneration policy of the Company.

In the opinion of the Board of Directors and based on the recommendation of the Nomination and Remuneration Committee, 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. 7 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 Ordinary resolution to be passed as an Ordinary Resolution.

Item No. 8

Pursuant to the proviso to Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its Annual General Meeting. The cost of providing documents (i.e., cost of dispatch, handling charges etc.) may vary according to the mode of service, weight, its destination (within / outside India) etc. The requisite fee (by way of Demand Draft) has to be sent to the Company by the shareholder clearly stating the document desired to be received through a particular mode.

Further, considering the huge number of shareholders of the Company, it would not be practically feasible to accept lump-sum advances from shareholders and continue maintaining their running ledger balances for this purpose.

The Board recommends the resolution at item no. 8 for the approval of the Shareholders.

None of the Directors of the Company, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise. in this resolution set out at item no. 8 of the Notice.

By Order of the Board of Directors

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

Date: August 11, 2021
Place: Kolkata

NOTICE

Annexure – II

INFORMATION ON DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING AGM

[Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings]

Particulars	**(Item No. 2 & 3)**	**(Item No. 4)**
Name of the Director	**Mr. Siddhartha Roy Burman (DIN:00043715)**	**Ms. Surabhi Banerjee (DIN: 07829304)**
Date of Birth	19/11/1961	29/10/1951
Age	59 Years	69 Years
Nationality	Indian	Indian
Qualifications	Bachelor's degree in Commerce from the University of Calcutta.	Master's degree in Arts from the University of Leeds, U.K. and a Doctorate in English from University of Calcutta.
Experience and expertise in Specific Functional Areas	Mr. Siddhartha Roy Burman has an overall experience of 38 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.	She has 38 years of experience as an academician. Prior to joining the Company, she was associated as Vice Chancellor with Central University of Orissa, University of Gour Banga and Netaji Subhas Open University.
Date of first appointment on the Board	01/04/2005	25/05/2017
Shareholding in the Company	9.36 % (16,81,649 equity shares)	NIL
Relationship with other Directors or with KMP	Father of Mr. Ritoban Roy Burman, Director (Non –Executive, Non - Independent) and Mr. Rittick Roy Burman, Director (Whole-time Director)	None
Number of meetings attended during the financial year 2020-21	Number of Meetings held: 6 Number of Meetings attended: 6	No. of Meetings held: 6 No. 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
Chairman / Member of the Committees of Board of Directors of other companies in which he is a Director #	None	None

NOTICE

Particulars	**(Item No. 2 & 3)**	**(Item No. 4)**
Name of the Director	**Mr. Siddhartha Roy Burman (DIN:00043715)**	**Ms. Surabhi Banerjee (DIN: 07829304)**
Terms and conditions of Appointment or Re-appointment	Mr. Siddhartha Roy Burman who was re-appointed as Chairman & Managing Director for a period of 5 years with effect from April 1, 2019 and whose re-appointment had been confirmed at the Annual General Meeting held on August 08, 2019, is liable to retire by rotation.	As per the resolution at item No. 5 of the Notice convening this Meeting read with Explanatory Statements thereto, Prof. (Dr.) Surabhi Banerjee is proposed to be re-appointed as an Independent Director, not liable to retire by rotation.
Remuneration proposed to be paid	He is entitled to Remuneration as per terms as set out in the explanatory statement annexed hereto of the Agreement dated April 1, 2019.	Prof. (Dr.) Surabhi Banerjee shall be eligible for the following: a. Sitting fees for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board; b. Reimbursement of expenses for participation in the Board and other meetings; and c. Commission as may be approved by the members.
Remuneration last drawn by such person, if applicable (As per last audited balance sheet dated March 31, 2021) *	₹ 23.49 million	₹ 0.50 million

Includes only Audit Committee and Stakeholders' Relationship Committee.

* Includes commission of ₹ 0.10 million, to be paid subject to the approval of the members of the Company.

NOTICE

Annexure-III

INSTRUCTIONS TO ATTEND THE AGM THROUGH VC / OAVM:

1. Members will be able to attend the 40th 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 General meeting" menu against the Company name. You are requested to click on VC / OAVM link placed under Join General 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 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 **Annexure-IV**. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

3. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

4. 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.

5. Members are encouraged to join the Meeting through Laptops for better experience.

6. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

7. 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.

8. 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 9, 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	1. Existing **IDeAS** 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 or joining virtual meeting & voting during the meeting. 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 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. 4. 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** App Store Google Play

NOTICE

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e., **NSDL** where the e-Voting is in progress.
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 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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.

NOTICE

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

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 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.

NOTICE

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 for which you wish 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 General 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.

C. 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, 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager and / or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in.

NOTICE

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., Tuesday, September 21, 2021.

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., Tuesday, September 21, 2021 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through electronic means.

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., Tuesday, September 21, 2021 may obtain the login User Id and password / PIN by sending a request at evoting@nsdl.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 toll free no. 1800 1020 990 and 1800 22 44 30.

   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. Tuesday, September 21, 2021 may follow steps mentioned above under Step 1: "Access to NSDL e-Voting system".

   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.