

May 22, 2025

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 25, 2025, please find enclosed herewith Postal Ballot Notice dated April 01, 2025 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, May 16, 2025.

The same is also available on the website of the Company at www.khadims.com and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Khadim India Limited**

Group Company Secretary & Head - Legal
Membership No.:A21358

Encl: As above





KHADIM INDIA LIMITED

CIN: L19129WB1981PLC034337

Regd. Off.: 7th Floor, Tower C, DLF IT Park, 08 Major Arterial Road,
Block – AF, New Town (Rajarhat), Kolkata - 700156

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") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended from time to time, and other applicable laws and regulations, and in compliance with the General Circulars bearing No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively the "MCA Circulars") issued by the Ministry of Corporate Affairs ('MCA'), 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:

Re-designation and appointment of Mrs. Upama Mukherjee (DIN: 10585455) as "Independent Director" of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act"), the relevant rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations"), as amended from time to time, and relevant provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and in accordance with the approval of the Board and subject to such other requisite consents, permissions and approvals, as may be required, Mrs. Upama Mukherjee (DIN: 10585455), who has submitted a declaration that she meets the criteria of independence as provided in the Act and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of an Independent Director, be and is hereby re-designated and appointed as an Independent Director of the Company (not liable to retire by rotation) for a period of 5 (Five) consecutive years commencing from April 01, 2025 to March 31, 2030 (both dates inclusive).

Item No. 2:

Re-designation and appointment of Mr. Siddhartha Roy Burman (DIN: 00043715) as "Executive Chairman" (also a "Whole-Time Key Managerial Personnel") in the category of "Whole-Time Director"

and also to be functioned as ‘Chairman’ of the Company for a fresh term of 3 (Three) consecutive years commencing from April 01, 2025

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “SEBI Listing Regulations”), as amended from time to time, and relevant provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee and in accordance with the approval of the Board and subject to such other requisite consents, permissions and approvals, as may be required, Mr. Siddhartha Roy Burman (DIN: 00043715) be and is hereby re-designated and appointed as “Executive Chairman” (also a “Whole-time Key Managerial Personnel”) in the category of “Whole-time Director” and also to be functioned as ‘Chairman’ for a fresh term of 3 (Three) consecutive years with effect from April 01, 2025 till March 31, 2028 (both days inclusive) from his earlier designation / appointment as a “Managing Director” of the Company, at such remuneration [including remuneration to be paid in the event of loss or inadequacy of profits in any financial year(s) during the tenure of his appointment as minimum remuneration] and, inter alia, on such terms and conditions as set out in the explanatory statement annexed hereto with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the said re-designation / appointment in accordance with the provisions of the Act and as may be agreed to between the Board of Directors and Mr. Siddhartha Roy Burman.”

Item No. 3:

Re-designation and appointment of Mr. Rittick Roy Burman (DIN: 08537366) as “Managing Director” (also a “Whole-Time Key Managerial Personnel”) of the Company for a fresh term of 3 (Three) consecutive years commencing from April 01, 2025

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and relevant provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee and in accordance with the approval of the Board and subject to such other requisite consents, permissions and approvals, as may be required, Mr. Rittick Roy Burman (DIN: 08537366) be and is hereby re-designated and appointed as “Managing Director” (also, a “Whole-time Key Managerial Personnel”) of the Company for a fresh term of 3 (Three) consecutive years with effect from April 01, 2025 till March 31, 2028 (both days inclusive) from his earlier designation / appointment as a “Whole-time Director” of the Company, at such remuneration [including remuneration to be paid in the event of loss or inadequacy of profits in any financial year(s) during the tenure of his appointment as minimum remuneration] and, inter alia, on such terms and conditions as set out in the explanatory statement annexed hereto with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the said re-designation / appointment in accordance with the provisions of the Act and as may be agreed to between the Board of Directors and Mr. Rittick Roy Burman.

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

Sd/-

Abhijit Dan

Group Company Secretary & Head - Legal
ICSI Membership No. A21358

Place: Kolkata
Date: April 01, 2025

NOTES:

1. In compliance with the General Circulars, issued by the Ministry of Corporate Affairs ('MCA'), bearing No. 14/2020 dated April 08, 2020; No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (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 (RTA) i.e., MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited). 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 as amended ('Act') and Rules framed thereunder setting out material facts concerning the Resolution is annexed hereto as **Annexure-I**.
3. The information as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, relating to the business Item No. 1, 2 & 3 are enclosed herewith and marked as **Annexure-II**.
4. In order to scrutinize the remote e-voting process in a fair and transparent manner, Mr. A.K. Labh (FCS - F4848, CP No. 3238) of M/s. A.K. Labh & Co., Company Secretaries, Kolkata, has been appointed by the Board of Directors of the Company as the Scrutinizer.
5. 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.
6. The Members of the Company whose names appear in the Registrar of Members / List of Beneficial Owners as on Friday, May 16, 2025 (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.
7. 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, May 16, 2025** (as on the close of working hours).
8. 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 vote.
9. A Member cannot exercise votes by proxy on the Postal Ballot.
10. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Monday, June 23, 2025.
11. The Scrutinizer's decision on the validity of the vote shall be final.
12. 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 Wednesday, June 25, 2025 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 where the shares of the Company are listed i.e., BSE Limited and the National Stock Exchange of India Limited.
13. The Members are requested to get their e-mail address permanently registered, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.

14. **Voting through electronic means (“e-voting”):**

- i. As per the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars and amendments thereto, read with MCA Circulars, the Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI 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 its registered office at 301, 3rd Floor, Naman Chambers, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051, to provide remote e-voting services to the Members, who are holding the shares as on the cut-off date i.e., Friday, May 16, 2025. 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 Sunday, May 25, 2025 and ends at 5:00 P.M. (IST) on Monday, June 23, 2025.** 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, May 16, 2025 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. The details of the process and manner for remote e-voting are explained herein below:

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 on NSDL e-voting system.


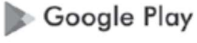


Details on Step 1 is mentioned below:

a. Login method for e-Voting for Individual Shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders Holding securities in demat mode with NSDL	<p>1. OTP based Login:</p> <p>For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id / mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. Users registered for NSDL IDEAS facility:</p> <p>Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a personal computer or on a mobile. On the e-Services home page, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter</p>

	<p>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 remote e-Voting period.</p> <p>3. Users not registered for NSDL IDeAS facility:</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. e-Voting website of NSDL</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. e-Voting mobile application of NSDL</p> <p>Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">   </div> <div style="text-align: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest</p> <p>Users who have opted for Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers website directly. The menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote.</p>

	<p>3. Users not registered for Easi / Easiest</p> <p>If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800-21-09911.

b. Login Method for e-Voting other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Sl. No.	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 133763 then user ID is 133763even001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8-digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned under **“Instructions for Members whose e-mail ids are not registered / updated”**.

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.com mentioning your demat account number / folio number, your PAN, your name, your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes of the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is mentioned below:

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e., other than individuals, HUFs, NRIs etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / Authority Letter etc. with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUFs, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details / Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, Members may refer the “Frequently Asked Questions (FAQs) for Shareholders” and “e-voting user manual for Shareholders” available under the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.
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., Friday, May 16, 2025.
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., Friday, May 16, 2025 only shall be entitled to avail the facility of remote e-Voting
6. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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@in.mpms.mufg.com by providing Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAAR (self-attested scanned copy) for registering / updating the e-mail address.
Demat Holding	Please contact your Depository Participant (DP) and register / update your e-mail address as per the process advised by your DP. The DP ID - Client ID (16 Digit DP ID + Client ID or 16 Digit Beneficiary ID), Name of the shareholder, client master or copy of consolidated account statement, PAN (self-attested scanned copy), AADHAAR (self-attested scanned copy) shall be required for the aforesaid purpose.

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

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

Item No. 1:

Re-designation and appointment of Mrs. Upama Mukherjee (DIN: 10585455) as “Independent Director” of the Company

The Members of the Company vide 43rd Annual General Meeting held on September 24, 2024 had approved the appointment of Mrs. Upama Mukherjee as a “Non-Executive Non-Independent Director” of the Company (liable to retire by rotation) with effect from September 29, 2024.

Mrs. Mukherjee is a senior Chartered Accountant and holds long and wide range of expertise and understanding in financial audit and assurance services of diverse industrial sectors which includes various listed, unlisted as well as multinational entities.

The Company believes that her continuous association with the Company for a longer period without any condition for seeking re-appointment due to rotation, would be beneficial and in the interest of the Company considering her vast experience and expertise in financial matters.

Accordingly, the Board of Directors has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, re-designated Mrs. Upama Mukherjee as an “Independent Director” of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years commencing from April 01, 2025 to March 31, 2030 (both days inclusive), post considering various factors such as number of Board and Committee Meetings attended by her, the level and extent of participation in the Board and Committee deliberations, the knowledge and rich experience possessed by her including specific and specialized skills helping the Board and the Company in attaining its objectives and her independent judgment while conducting the business as per the different agenda of the Company, etc.

She does not hold any shares or for any other person on a beneficial basis in the Company. There is no inter se relationship between her and any other member of the Board and other Key Managerial Personnel of the Company.

In the opinion of the Board, Mrs. Upama Mukherjee is a person of integrity and is independent of the Management of the Company. Further, she is eligible and not disqualified from being appointed / re-designated as an Independent Director in terms of Section 164 of the Companies Act, 2013 (‘Act’). She has consented to act as an “Independent Director” of the Company and the Company has also received a declaration from her that she meets with the criteria of independence as prescribed under Section 149(6) of the Act read with Schedule IV to the Act and relevant Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has pursuant to Section 160 of the Act, received a notice, in writing, from a Member proposing her candidature for appointment / re-designation as an “Independent Director” of the Company, not liable to retire by rotation.

Mrs. Upama Mukherjee has also confirmed that she is not debarred from holding the office of Director pursuant to any Order issued by SEBI or any other authority. She has further confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

The brief profile of Mrs. Upama Mukherjee as per the requirements of the Act and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting (“SS-2”) are given in Annexure - II, which forms part of the notes to the Notice.

All relevant documents concerning appointment / re-designation of Mrs. Upama Mukherjee 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 last day of remote e-voting i.e., Monday, June 23, 2025.

Save and except Mrs. Upama Mukherjee and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise.

The Board recommends the Special Resolution as set out at Item No. 1 for approval of the Members of the Company by way of a Special Resolution.

Item No. 2:

Re-designation and appointment of Mr. Siddhartha Roy Burman (DIN: 00043715) as “Executive Chairman” (also a “Whole-Time Key Managerial Personnel”) in the category of “Whole-Time Director” and also to be functioned as ‘Chairman’ of the Company for a fresh term of 3 (Three) consecutive years commencing from April 01, 2025

Mr. Siddhartha Roy Burman vide his letter dated March 15, 2025 had expressed his willingness to step down as “Managing Director” of the Company w.e.f. March 31, 2025 (COB) due to personal reasons. However, he had consented to devote his full time to the Company as a “Whole-time-Director” w.e.f. April 01, 2025.

Accordingly, he has ceased to be “Managing Director” of the Company effective March 31, 2025 (COB).

Further, consequent to resignation of Prof. (Dr.) Surabhi Banerjee from the position of “Chairperson” of the Company w.e.f. March 31, 2025 (COB), the said position also became vacant.

The Board of Directors has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, re-designated and appointed Mr. Siddhartha Roy Burman as an “Executive Chairman” (also a “Whole-time Key Managerial Personnel”) in the category of “Whole-time Director” and also to be functioned as ‘Chairman’ for a fresh term of 3 (Three) consecutive years with effect from April 01, 2025 till March 31, 2028 (both days inclusive).

Mr. Siddhartha Roy Burman will act as the “Executive Chairman” of the Board and also be responsible for the duties and responsibilities of a Chairman under the Companies Act, 2013 and rules made thereunder, Secretarial Standard on Meetings of the Board of Directors (SS-1) and such other Act and Rules applicable to the Company, from time to time, apart from his duties and responsibilities as a “Whole-time Director” w.e.f. April 01, 2025.

The said change in designation of Mr. Siddhartha Roy Burman would also be in alignment with the long-term strategy and succession planning of the Company.

Mr. Siddhartha Roy Burman holds 16,29,533 equity shares (8.87%) of the Company as on the date of the Notice.

He has given a declaration in Form DIR - 8 in terms of Section 164 of the Act stating that he is not disqualified from being designated / appointed as an “Executive Chairman”. He satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his re-designation / appointment.

He has also confirmed that he is not debarred from holding the office of Director pursuant to any Order issued by SEBI or any other authority.

The brief profile of Mr. Siddhartha Roy Burman as per the requirements of the Act and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting (“SS-2”) are given in Annexure - II, which forms part of the notes to the Notice.

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

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

Remuneration

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

I. Salary

Not exceeding ₹ 28,05,000/- (Rupees Twenty Eight Lakh Five Thousand Only) per month. Further, the annual increment to the basic salary shall be as per the Company Rules and not exceeding 20% per annum on the last drawn basic salary.

II. Performance Linked Incentive & Commission

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

III. Perquisites

In addition to the salary and incentives mentioned above, Mr. Roy Burman shall be entitled for the following perquisites:

a. Car:

One Company owned and maintained, chauffeur driven car.

b. Medical Facilities:

i. Routine and Domiciliary Expenses

Not exceeding 10% of Basic Salary for self, spouse and dependent members of his family.

ii. Hospitalization Expenses

As per Company Rules.

c. Assets Provided by the Company:

Depreciation on such assets or cost of hiring of such assets, as may be applicable, not exceeding 10% of the Basic Salary.

d. Telephone and Broad Band Facilities at Residence

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

e. Mobile Expenses:

As per Company Rules.

f. Leave Travel Compensation for self and family

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

g. All other benefits as per the Policy of the Company from time to time.

IV. Retiral Benefits

a. Gratuity:

As per Company Rules read with the Payment of Gratuity Act, 1972.

b. **Provident Fund:**

As per Company Policy read with Employees' Provident Funds and Miscellaneous Provisions Act, 1952, unless Mr. Siddhartha Roy Burman opts not to participate in the scheme.

c. **Earned / Privilege leave:**

As per Company Rules.

d. **Leave Encashment:**

Mr. Siddhartha Roy Burman shall be entitled to accumulate his leave up to 90 days and shall be entitled to en-cash the unutilized leave at the end of his current tenure. In case of his further re-appointment, Mr. Siddhartha Roy Burman shall be entitled to carry the leave standing to his credit at the time of such renewal instead of en-cashing it. However, irrespective of the number of renewals, Mr. Siddhartha Roy Burman shall be entitled to accumulate a maximum of 240 days of leave.

e. The emoluments and benefits shall be subject to taxes as may be applicable.

V. **Minimum Remuneration**

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Siddhartha Roy Burman shall be entitled to receive such minimum remuneration as specified above, subject to the applicable provisions of the Companies Act, 2013. Such minimum remuneration can be payable during the tenure of his fresh appointment w.e.f. April 01, 2025, in case of loss or inadequacy of profit.

VI. **Sitting Fees**

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

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

I. **General Information**

1. **Nature of Industry:**

Footwear Manufacturing, Retailing and Wholesaling.

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

Not applicable, the Company is an existing Company.

3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable.

4. **Financial performance based on given indicators:**

Please refer audited accounts available at <https://www.khadims.com/pages/annual-report>.

5. **Foreign Investment or collaborations, if any:**

No such investment or collaboration yet.

II. **Information about Mr. Siddhartha Roy Burman:**

Particulars	Mr. Siddhartha Roy Burman
Background Details	<p>Mr. Siddhartha Roy Burman is one of the Promoter of the Company.</p> <p>He has been associated with the Company since its incorporation and has 42 years of experience in all segments of Footwear Industry and is responsible for the overall strategic decision - making of the Company and provides leadership to all operations.</p> <p>He holds a Bachelor's Degree in Commerce from the University of Calcutta</p>

Past Remuneration	₹ 34.67 million for the financial year ended March 31, 2024.
Recognition and Award	Under the able leadership of Mr. Siddhartha Roy Burman, the Company was chosen as the winner of the 'e4m Pride of India – The Best of Bharat' Awards 2022 by the Editorial Board of exchange4media and IMPACT Weekly Magazine. The Company was also felicitated with India's Retail Champions Award 2022 in the footwear category during the Retail Leadership Summit (RLS) 2022, in April 2022, organized by Retailers Association of India (RAI).
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 act as "Executive Chairman" of the Company.
Remuneration proposed	As mentioned above.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration commensurate with respect to the industry standard and on account of rich and varied experience of Mr. Siddhartha Roy Burman in the Footwear Industry. The proposed remuneration is determined based on the recommendations of the Nomination and Remuneration Committee.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other Director, if any:	No pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other Director except the contractual payments mentioned above. He is the father of Mr. Ritoban Roy Burman and Mr. Rittick Roy Burman.

III. Other Information

a. **Reasons of loss or inadequate profits:**

The Company has achieved profit for the financial year ended March 31, 2024. However, the Company proposes to obtain approvals of the Members by way of special resolution as an abundant caution in case profits are inadequate, to enable the Company to continue to pay the managerial remuneration as stated in the resolution.

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

The Company has demerged its distribution business as a strategic step and it is expected that bottom line of the Company would improve due to this step. Also, the Company takes various steps on a regular basis such as better product mix, cost control, reducing debt, borrowing at cheaper rate, improving efficiency, etc. Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company.

The Company has also increased its concentration towards online sales through effective marketing activities. Furthermore, the Company is also focused towards enhancing its omni-channel sales network by interlinking its e-commerce platform and stores across the country. Additionally, the Company is in frequent interaction with the customers and other stakeholders through digital communication via WhatsApp, Instagram, Facebook etc.

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

After taking steps as stated above, the Company shall be in a position to strengthen its capabilities as well as address the future opportunities in India and other markets of choice. The above

measures undertaken are expected to yield positive results and improve the financial performance of the Company in the coming years.

IV. Disclosures:

i.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors;	As stated above
ii.	Details of fixed component. and performance linked incentives along with the performance criteria;	
iii.	Service contracts	An Agreement dated April 01, 2025 has been executed with Mr. Siddhartha Roy Burman.
	Notice period	90 days
	Severance fees	Nil
iv.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Nil

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

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

The Company has pursuant to Section 160 of the Act, received a notice, in writing, from a Member proposing the said re-designation and appointment of Mr. Siddhartha Roy Burman.

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

The Board recommends the Special Resolution as set out at Item No. 2 for approval of the Members of the Company by way of a Special Resolution.

The terms and conditions as set out in Item No. 1 may also be treated as disclosure in compliance with the requirement of Section 190 of the Act.

All relevant documents concerning re-designation and appointment of Mr. Siddhartha Roy Burman as an “Executive Chairman” shall be open for inspection without any fee by the Members from the date of circulation of this Notice up to the last day of remote e-voting i.e., Monday, June 23, 2025.

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

Item No. 3:

Re-designation and appointment of Mr. Rittick Roy Burman (DIN: 08537366) as “Managing Director” (also a “Whole-Time Key Managerial Personnel”) of the Company for a fresh term of 3 (Three) consecutive years commencing from April 01, 2025

The Members of the Company vide 41st Annual General Meeting held on September 23, 2022 had approved the re-appointment of Mr. Rittick Roy Burman as a Whole-time Director (also as a “Key Managerial

Personnel”) of the Company, for a further period of 3 (Three) years with effect from November 08, 2022 till November 07, 2025 (both days inclusive).

On due recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, and as a part of long-term strategy from time to time including succession planning and consequent to the vacancy of the position of “Managing Director” on account of re-designation and appointment of Mr. Siddhartha Roy Burman as “Executive Chairman”, the Board of Directors has re-designated and appointed Mr. Rittick Roy Burman as “Managing Director” (also as a “Whole-time Key Managerial Personnel”) of the Company for a fresh term of 3 (Three) consecutive years with effect from April 01, 2025 till March 31, 2028 (both days inclusive). Accordingly, he has ceased to be “Whole-time Director” of the Company effective March 31, 2025 (COB).

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

Further, the Company believes that his re-designation / appointment would be immensely beneficial for the Company considering his managerial experience in different segments of operations in the Company, professional skill, knowledge, continued valuable guidance to the management and the contributions made by him towards the growth of the Company.

Mr. Rittick Roy Burman has also confirmed that he is not debarred from holding the office of Director pursuant to any Order issued by SEBI or any other authority.

Mr. Rittick Roy Burman holds 4,745 equity shares (0.03%) of the Company as on the date of the Notice.

The brief profile of Mr. Rittick Roy Burman as per the requirements of the Act and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting (“SS-2”) are given in Annexure - II, which forms part of the notes to the Notice.

The broad terms and conditions of the proposed re-designation / appointment of and remuneration to Mr. Rittick 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. Rittick Roy Burman shall be entitled to receive from the Company the following remuneration:

I. Salary

Not exceeding ₹ 70,00,000/- (Rupees Seventy Lakh Only) per annum. Further, the annual increments to the basic salary shall be as per the Company Rules and not exceeding 20% per annum on the last drawn basic salary.

II. Performance Linked Incentive & Commission

Mr. Rittick Roy Burman shall be entitled to variable pay of not exceeding ₹ 10,00,000/- (Rupees Ten Lakh Only) per annum based on his performance as per the Company Rules.

III. Perquisites

In addition to the salary and incentives mentioned above, Mr. Rittick Roy Burman shall be entitled for the following perquisites:

a) Car:

One Company owned and maintained, chauffeur driven car.

b) Medical Facilities:

As per Company Rules.

c) Mobile Expenses and Internet Facility:

As per Company Rules.

d) **Leave Travel Allowance:**

As per Company Rules.

e) All other benefits as per the Policy of the Company from time to time.

IV. **Retiral Benefits**

a) **Gratuity:**

As per Company Rules read with the Payment of Gratuity Act, 1972.

b) **Bonus / Ex Gratia:**

As per Company Rules.

c) **Provident Fund:**

As per Company Policy read with Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

d) **Leave**

As per Company Rules.

e) **Leave Encashment:**

As per Company Rules.

V. The emoluments and benefits shall be subject to taxes as may be applicable.

VI. **Minimum Remuneration**

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Rittick Roy Burman shall be entitled to receive such minimum remuneration as specified above, subject to the applicable provisions of the Act. Such minimum remuneration can be payable during the tenure of his fresh appointment commencing from April 01, 2025, in case of loss or inadequacy of profit.

VII. **Sitting Fees**

Mr. Rittick Roy Burman shall not be entitled to receive any sitting fees from the Company for attending meetings of the Board of Directors or any committee thereof during the tenure of his fresh appointment commencing from April 01, 2025.

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

V. **General Information**

1. **Nature of Industry:**

Footwear Manufacturing, Retailing and Wholesaling.

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

Not applicable, the Company is an existing Company.

3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable.

4. **Financial performance based on given indicators:**

Please refer audited accounts available at <https://www.khadims.com/pages/annual-report>.

5. **Foreign Investment or collaborations, if any:**

No such investment or collaboration yet.

VI. Information about Mr. Rittick Roy Burman:

Particulars	Mr. Rittick Roy Burman
Background Details	<p>Mr. Rittick Roy Burman is a member of the Promoter Group of the Company.</p> <p>Prior to his appointment as a Managing Director, he served the Company as a Whole-time Director since November 2019.</p> <p>Earlier to his appointment as a Whole-time Director, he held various roles within the organisation for a tenure of three years. Notably, he served as the Head - Merchandising & New Initiatives, overseeing the long-term strategy of the organisation and driving new ventures and initiatives. His diverse experience across different departments has provided him with a comprehensive understanding of the business.</p> <p>He holds a Bachelor's Degree in Commerce from the University of Calcutta. He completed his further studies in Berkeley, University of California as a Management Graduate.</p>
Past Remuneration	₹ 6.06 million for the financial year ended March 31, 2024.
Recognition and Award	The Company incorporated Khadim Shoe Bangladesh Limited, a Wholly-owned subsidiary in Bangladesh for the purpose of venturing into the footwear domain of the said neighbouring country under the able leadership of Mr. Rittick Roy Burman.
Job profile and his suitability	To devote full time and attention to the business of the Company, subject to superintendence, control and directions of the Board. Pursuant to his considerable experience in the various segments of footwear business, Mr. Rittick Roy Burman is deemed to be the most suitable person for this position.
Remuneration proposed	As mentioned above.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>The proposed remuneration commensurate with respect to the industry standard and on account of rich and varied experience of Mr. Rittick Roy Burman in the Footwear Industry.</p> <p>The proposed remuneration is determined based on the recommendations of the Nomination and Remuneration Committee</p>
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other Director, if any:	<p>No pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other Director except the contractual payments mentioned above.</p> <p>He is the son of Mr. Siddhartha Roy Burman and brother of Mr. Ritoban Roy Burman.</p>

V. Other Information

a. Reasons of loss or inadequate profits:

The Company has achieved profit for the financial year ended March 31, 2024. However, the Company proposes to obtain approvals of the Members by way of special resolution as an abundant caution in case profits are inadequate, to enable the Company to continue to pay the managerial remuneration as stated in the resolution.

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

The Company has demerged its distribution business as a strategic step and it is expected that bottom line of the Company would improve due to this step. Also, the Company takes various steps

on a regular basis such as better product mix, cost control, reducing debt, borrowing at cheaper rate, improving efficiency, etc. Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company.

The Company has also increased its concentration towards online sales through effective marketing activities. Furthermore, the Company is also focused towards enhancing its omni-channel sales network by interlinking its e-commerce platform and stores across the country. Additionally, the Company is in frequent interaction with the customers and other stakeholders through digital communication via WhatsApp, Instagram, Facebook etc.

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

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

VI. Disclosures:

i.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors;	As stated above
ii.	Details of fixed component. and performance linked incentives along with the performance criteria;	
iii.	Service contracts	An Agreement dated April 01, 2025 has been executed with Mr. Rittick Roy Burman.
	Notice period	3 months
	Severance fees	Nil
iv.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Nil

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

Sl. No.	Name of the Company	Designation
1.	Khadim Estate Advisors Private Limited	Director
2.	Khadim Shoe Bangladesh Limited	Nominee Director
3.	Storyscope Films Private Limited	Director
4.	KSR Footwear Limited	Director

The Company has pursuant to Section 160 of the Act, received a notice, in writing, from a Member proposing the said re-designation and appointment of Mr. Rittick Roy Burman.

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

The Board recommends the Special Resolution as set out at Item No. 3 for approval of the Members of the Company by way of a Special Resolution.

The terms and conditions as set out in Item No. 1 may also be treated as disclosure in compliance with the requirement of Section 190 of the Act.

All relevant documents concerning re-designation and appointment of Mr. Rittick Roy Burman as an “Executive Chairman” shall be open for inspection without any fee by the Members from the date of circulation of this Notice up to the last day of remote e-voting i.e., Monday, June 23, 2025.

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

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

Place: Kolkata
Date: April 01, 2025

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

INFORMATION ON DIRECTORS SEEKING APPOINTMENT

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

Particulars	(Item No. 1)	(Item No. 2)	(Item No. 3)
Name of the Director	Mrs. Upama Mukherjee	Mr. Siddhartha Roy Burman	Mr. Rittick Roy Burman
DIN	10585455	00043715	08537366
Date of Birth	January 11, 1965	November 19, 1961	June 04, 1992
Age	60 Years	63 Years	32 Years
Nationality	Indian	Indian	Indian
Qualifications	Fellow Member of the Institute of Chartered Accountants of India. She also holds Bachelor's degree in Commerce from the University of Calcutta.	Bachelor's degree in Commerce from the University of Calcutta.	Bachelor's Degree in Commerce from the University of Calcutta and Management Graduate from University of California, Berkeley
Profile, experience and expertise in specific functional areas	<p>Mrs. Upama Mukherjee is a practicing Chartered Accountant. Before stepping into independent practice, in her illustrious career of over 36 years in audit and other allied functions, she was associated with Deloitte Haskins & Sells, Chartered Accountants, for last 19 years and retired as Director in April 2024. Prior to that, she was associated with Lovelock & Lewes (a network firm of PwC), Chartered Accountants, for 15 years.</p> <p>She has a wide range of expertise and understanding in financial audit and assurance services of diverse industrial sectors spanning consumer, manufacturing, plantation, media and construction businesses which includes various listed, unlisted as well as multinational entities. In a varied and distinguished career, she specializes in statutory audit, internal control evaluation and various other audits & financial assurance matters.</p>	<p>Mr. Siddhartha Roy Burman is one of the Promoter of the Company.</p> <p>Mr. Siddhartha Roy Burman has been associated with the Company since its incorporation and has over 42 years of experience in the footwear Industry. He is at the helm of overall strategic decision - making of the Company and provides leadership to all operations.</p>	<p>Mr. Rittick Roy Burman is a member of Promoter Group of the Company.</p> <p>Prior to his appointment as a Managing Director, he served the Company as a Whole-time Director since November 2019.</p> <p>Earlier to his appointment as a Whole-time Director, he held various roles within the organisation for a tenure of three years. Notably, he served as the Head - Merchandising & New Initiatives, overseeing the long-term strategy of the organisation and driving new ventures and initiatives. His diverse experience across different departments has provided him with a comprehensive understanding of the business.</p>

Date of first appointment on the Board	September 29, 2024	April 01, 2005	November 08, 2019
Shareholding in the Company (including shareholding as a beneficial owner)	NIL	Mr. Siddhartha Roy Burman holds 16,29,533 equity shares (8.87%) of the Company in individual capacity.	Mr. Rittick Roy Burman holds 4,745 equity shares (0.03 %) of the Company in individual capacity.
Relationship with other Directors, Manager or with KMPs	None	Father of Mr. Ritoban Roy Burman and Mr. Rittick Roy Burman.	Son of Mr. Siddhartha Roy Burman and brother of Mr. Ritoban Roy Burman.
Number of meetings attended during the financial year 2023-24	Number of Meetings held post her appointment: 4 Number of Meetings attended: 4	Number of Meetings held: 6 Number of Meetings attended: 5	Number of Meetings held: 6 Number of Meetings attended: 6
List of outside Directorships held in other Public Companies (excluding foreign Companies and Companies under Section 8 of the Companies Act, 2013)	None	None	None
The Listed entity from which Director has resigned in last three years	None	None	None
Chairman / member of the Committees of Board of Directors of other companies in which he is a Director *	None	None	None
Terms and conditions of Appointment	As per the resolution (Item No. 1) of this Notice read with Explanatory Statements thereto, Mrs. Upama Mukherjee is proposed to be appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from April 01, 2025.	As per the resolution (Item No. 2) of this Notice read with Explanatory Statements thereto, Mr. Siddhartha Roy Burman is proposed to be re-designated and appointed as “Executive Chairman” (also a “Whole-Time Key Managerial Personnel”) in the category of “Whole-Time Director” and also to be functioned as ‘Chairman’ of the Company for a fresh term of 3 (Three) consecutive years commencing from April 01, 2025.	As per the resolution (Item No. 2) of this Notice read with Explanatory Statements thereto, Mr. Rittick Roy Burman is proposed to be re-designated and appointed as “Managing Director” (also a “Whole-Time Key Managerial Personnel”) of the Company for a fresh term of 3 (Three) consecutive years commencing from April 01, 2025.

Remuneration proposed to be paid	Mrs. Upama Mukherjee 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.	Mr. Siddhartha Roy Burman is entitled to Remuneration as per terms as set out in the explanatory statement annexed hereto.	Mr. Rittick Roy Burman is entitled to Remuneration as per terms as set out in the explanatory statement annexed hereto.
Remuneration last drawn by such person, if applicable (As per last audited balance sheet dated March 31, 2024)	Not Applicable	₹ 34.67 million	₹ 6.06 million
Skills & capabilities required for the role and the manner in which the proposed person meets such requirement	Statutory audit and various other audits, internal control evaluation and process review & other financial assurance matters.	Operations, Management, Administration, Sales and Marketing	Operations, Management, Sales and Marketing

**Includes only Audit Committee and Stakeholders' Relationship Committee.*