

August 28, 2025

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 44<sup>th</sup> Annual General Meeting of Khadim India Limited (the "Company")**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 44<sup>th</sup> (Forty-Fourth) Annual General Meeting (AGM) of the Members of the Company scheduled to be held on Friday, September 19, 2025 at 11:30 a.m. IST through Video Conferencing / Other Audio-Visual Means.

The aforesaid Notice of the AGM is also available on the website of the Company at [www.khadims.com](http://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**

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

Encl: As above

# Notice

NOTICE is hereby given that the 44th (Forty-Fourth) Annual General Meeting ('AGM') of the Members of Khadim India Limited ("the Company") will be held on **Friday, September 19, 2025 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, 2025 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rittick Roy Burman (DIN: 08537366), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

3. **Payment of commission to Independent Directors of the Company for the financial year ended March 31, 2025**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149(9), 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Articles of Association of the Company and subject to all other applicable approval(s) as may be required, the consent of the Members of the Company be and is hereby accorded for payment of commission of ₹ 3,00,000/- (Rupees Three Lakhs Only) each to the following Independent Directors of the Company for the financial year ended March 31, 2025 in addition to the fees / reimbursement of expenses (if any) for attending the meetings of the Board and its Committees:

1. Prof. (Dr.) Surabhi Banerjee
2. Mr. Alok Chauthmal Churiwala"

4. **Appointment of M/s. BKG & Company, Company Secretaries, as the Secretarial Auditor of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of 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 pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with the relevant circulars issued by Securities and Exchange Board of India, as amended, and upon due recommendation(s) of the Audit Committee and the Board of Directors of the Company, M/s. BKG & Company, Company Secretaries (Firm's Registration No. S2004WB868500), represented by its Partner, Mr. Binod Kumar Gupta (ACS No. 12965, C. P. No. 3242), having office at 11A, Esplanade East, 1st Floor, Kolkata - 700 069, be and is hereby appointed as the Secretarial Auditor of the Company for a term of 5 (Five) consecutive financial years for the purpose of conducting the Secretarial Audit and submit report thereon for audit period of 5 (Five) consecutive years commencing from FY 2025-26 till FY 2029-30, at such remuneration as set out in the Explanatory Statement annexed hereto."

By Order of the Board of Directors

**Abhijit Dan**

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

Date: May 20, 2025  
Place: Kolkata

## Notice

### NOTES:

1. The Ministry of Corporate Affairs (MCA), Government of India, vide its General Circular No. 09/2024 dated September 19, 2024, read with other General Circulars issued in this regard (hereinafter collectively referred to as "the MCA Circulars"), has allowed the listed Companies to hold AGM through VC / OAVM.

The Securities and Exchange Board of India (SEBI) also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, read with other Circulars issued in this regard (hereinafter collectively referred to as "the SEBI Circulars") has provided some relaxations to comply with certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Accordingly, in compliance with the provisions of the Companies Act, 2013 (as amended) ('Act'), Listing Regulations, the MCA Circulars and the SEBI Circulars, the 44th AGM of the Company will be held through VC / OAVM i.e., without the physical presence of the Members at a common venue.

2. The relevant Explanatory Statement pursuant to Section 102 of the Act and the Rules framed thereunder, in respect of the Special Business to be transacted during the meeting is enclosed herewith and marked as **Annexure-I**. The recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement.
3. The information as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, relating to the business item No. 2 is enclosed herewith and marked as **Annexure-II**.
4. Since the AGM will be held through VC / OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members pursuant to Section 105 of the Act, 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 facility using their login credentials 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. Pursuant to Section 113 of the Act, corporate members are requested to send to the Company at [compliance@khadims.com](mailto:compliance@khadims.com), a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the AGM.
8. Since the AGM will be held through VC / OAVM, the Route Map of the AGM venue is not enclosed to this Notice.
9. **Procedure for inspection of documents by the Members:**

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, shall be made electronically available for inspection by the Members during the AGM upon login at National Securities Depository Limited (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., Friday, September 19, 2025 at 11:30 a.m. Members seeking to inspect such documents can send an e-mail to [compliance@khadims.com](mailto:compliance@khadims.com) mentioning their names, PAN, folio numbers / demat account numbers and contact numbers.

# Notice

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. Members are requested to quote the ledger folio / DP ID and Client ID in all communication with the Company.
12. Members are requested to:
  - a) intimate to the Secretarial Department / Company's Registrar and Transfer Agent, MUFG Intime India Private Limited (formerly, Link Intime India Private Limited), changes, if any, pertaining to their name, postal address with PIN, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN) details linked with Aadhaar, signature, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. in prescribed Form ISR-1 and other forms (available on the Company's website at <https://www.khadims.com/pages/information-for-holders-of-physical-securities>) in terms of SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 and SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, in case of shares held in physical form; and
  - b) intimate to the respective Depository Participant, changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., in case of shares held in dematerialized form.
13. In accordance with Section 72 of the Act and the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, the facility for making nomination is available for the Members in respect of the shares held by them. Members are requested to submit the said details to MUFG Intime India Private Limited in case the shares are held in physical form and to their respective DP in case the shares are held by them in dematerialized form.
14. **Procedure for registration as speakers / seek clarification:**
  - a) Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests, preferably from Saturday, September 06, 2025 (10:00 a.m. IST) to Friday, September 12, 2025 (5:00 p.m. IST), at [compliance@khadims.com](mailto:compliance@khadims.com) from their registered e-mail addresses, mentioning their names, folio numbers / demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views / ask questions during the AGM. The Company / the Chairman of the Meeting reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.
  - b) Any Member desirous of receiving any information on the Financial Statements or Operations of the Company is requested to forward his / her query(ies) to the Company through e-mail at [compliance@khadims.com](mailto: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.
15. 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.

## Notice

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

16. The Company has uploaded the details of unpaid and unclaimed dividend lying with the Company on the website of the Company [www.khadims.com](http://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, pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with relevant circulars and amendments thereto ("IEPF Rules") 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 concerned 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

The Company would send a letter in this regard to the Members concerned, who have not encashed their dividend warrants for the financial year ended March 31, 2018 onwards, to claim the amount of dividend from the Company on or before September 30, 2025.

The Company would also publish a Notice in Newspapers, viz., "Business Standard" (all editions) in English and 'Aajkal' in Bengali advising the Members concerned to claim their unclaimed or unpaid dividend from the Company within the stipulated time period, so as to prevent the concerned shares to be transferred to the Demat Account of the IEPF Authority. The complete list of said Members would be available on the website of the Company at <https://www.khadims.com/pages/unpaid-unclaimed-dividend>.

Members are informed that once the unclaimed or unpaid dividend is transferred to the designated account of IEPF and shares are transferred to the Demat Account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend / shares.

**Members are requested to quote their Folio numbers / DP Id and Client Id in all communication / correspondence with the Company or its RTA.**

17. In compliance with the MCA Circulars and the SEBI Circulars, 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](http://www.khadims.com) and on the websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The Notice will also be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

A letter shall be sent to those shareholders, whose e-mail addresses are not registered as stated above, providing the web-link, including the exact path, where complete details of the Annual Report are available.

Hard copy of the Annual Report shall be sent to those shareholders who request for the same.

# Notice

18. Any member desirous of obtaining hard copy of the said Notice along with the Annual Report for the financial year ended March 31, 2025 may send a request to the Company at [compliance@khadims.com](mailto:compliance@khadims.com), through his / her registered e-mail address, mentioning his / her name, PAN, folio numbers / demat account numbers and contact number.
19. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

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

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

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

- a. Members will be able to attend the AGM through VC / OAVM through the NSDL e-voting system.
- b. The facility for the Shareholders to join this Meeting will be available from 30 minutes before the time scheduled for the Meeting and may close not earlier than 30 minutes after the commencement of the Meeting 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.
- c. 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:

- a. 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, the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India 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 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 and e-voting facility during the AGM, who are holding the shares as on the cut-off date.
- b. **The remote e-voting period commences at 9:00 a.m. IST on Tuesday, September 16, 2025 and ends at 5:00 p.m. IST on Thursday, September 18, 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, September 12, 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.
- c. The facility for voting through electronic means shall be made available during the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right during the AGM through electronic voting system. However, Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

## Notice

- d. The instructions to cast votes through remote e-voting and through e-voting system during the AGM is enclosed herewith and marked as **Annexure-IV** and the same shall form part of this Notice.
22. In order to scrutinize the e-voting process in a fair and transparent manner, Mr. A.K. Labh (FCS - F4848, CP No. 3238) of M/s. A.K. Labh & Co., Company Secretaries, Kolkata, has been appointed by the Board of Directors of the Company as the Scrutinizer.
23. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through electronic voting system provided during the AGM and remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 3 (Three) days of conclusion of the AGM or within 2 (Two) working days of conclusion of the AGM, whichever is earlier. The Scrutinizer thereafter shall submit the said Report to the Chairman or a person authorized by him in writing who shall countersign the same and declare within the stipulated time, the results of the voting forthwith. The resolution(s) shall be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.
24. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e., [www.khadims.com](http://www.khadims.com) and on the website of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared by the Chairman or a person authorised by him in writing. The same shall be communicated by the Company to the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited.



# Notice

## Annexure-I

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

#### Item No. 3

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

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

In view of the above and the service provided by Prof. (Dr.) Surabhi Banerjee and Mr. Alok Chauthmal Churiwala Independent Directors during the year under review, the Board of Directors of the Company at its meeting held on May 20, 2025 has approved the payment of commission of ₹ 3,00,000/- (Rupees Three Lakhs Only) to each of the said Independent Directors of the Company for the financial year ended March 31, 2025 in addition to the fees for attending the meetings of the Board and its Committees, subject to the approval of the Members.

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

In the opinion of the Board of Directors, the commission proposed to be paid to said 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. 3 of this Notice.

Prof. (Dr.) Surabhi Banerjee and Mr. Alok Chauthmal Churiwala, being Independent Directors and eligible for such commission, 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).

The Board recommends this resolution for approval of the Members of the Company by way of a Special Resolution.

#### Item No. 4

The Board at its meeting held on May 20, 2025, based on recommendation of the Audit Committee, has approved the appointment of M/s. BKG & Company, Company Secretaries (Firm's Registration No. S2004WB868500), a peer reviewed firm as Secretarial Auditors of the Company for audit period of 5 (Five) consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. BKG & Company, Company Secretaries, have confirmed that their eligibility and independence for the same. They have further confirmed that their appointment, if made, would be within the limits laid down by or under the authority of the Act. They have also confirmed that they are not disqualified for the proposed appointment under the Act, the SEBI Listing Regulations (as amended), the Company Secretaries Act, 1980 (as amended) and the rules and regulations made thereunder.

The details required to be disclosed under Regulation 36(5) of the Listing Regulations (as amended) are as under:

- A. Proposed fees payable to the Secretarial Auditor(s):** The proposed fees in connection with the secretarial audit shall be ₹ 35,000/- (Rupees Thirty Five Thousand Only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually determined between the Company and the Secretarial Auditors.



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The fees for services in the nature of certifications and other professional work will be in addition to the Secretarial Audit fee as above. M/s. BKG & Company, Company Secretaries, shall not render any services that are prohibited under the applicable law or as prescribed by ICSI from time to time.

- B. Terms of appointment:** For a term of 5 (Five) consecutive financial years for the purpose of conducting the Secretarial Audit and submit report thereon for audit period of five consecutive years commencing from FY 2025-26 till FY 2029-30.
- C. In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** Not Applicable.
- D. Basis of recommendation for appointment:** The Board and the Audit Committee, at their respective meetings held on May 20, 2025 after evaluating and considering various parameters like industry experience including experience in listed companies, competency of the audit team, efficiency in conduct of audit, independence, technical knowledge, etc. have approved and recommended the appointment of M/s. BKG & Company, Company Secretaries, as Secretarial Auditors of the Company.
- E. Credentials of the Secretarial Auditor(s) proposed to be appointed:** Based at Kolkata, M/s. BKG & Company was established in the year 2004. It is a leading company secretary firm rendering comprehensive professional services which include compliance, management consultancy, tax consultancy, legal advisory, manpower management, secretarial services etc.

BKG & Company is a professionally managed firm. The team consists of distinguished company secretaries, corporate financial advisors and tax consultants. The firm represents a combination of specialized skills, which are geared to offer sound financial advice and personalized proactive services. Those associated with the firm have regular interaction with the industry and other professionals which enables the firm to keep pace with contemporary developments and to meet the needs of its clients.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

None of the directors or their relatives are concerned or interested financially or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors

**Abhijit Dan**

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

Date: May 20, 2025  
Place: Kolkata

# Notice

## Annexure-II

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

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

Sl. No.	Particulars	Item No. 2
1.	Name of the Director	Mr. Rittick Roy Burman
2.	DIN	08537366
3.	Date of Birth	June 04, 1992
4.	Age	32 Years
5.	Nationality	Indian
6.	Qualifications	Bachelor's Degree in Commerce from the University of Calcutta and Management Graduate from University of California, Berkeley.
7.	Profile, experience and expertise in specific functional areas	<p>Mr. Rittick Roy Burman is a member of Promoter Group of the Company.</p> <p>He has been appointed as a Managing Director with effect from April 2025.</p> <p>Prior to his appointment as a Managing Director, he served the Company as a Whole-time Director.</p> <p>His diverse experience across different departments has provided him with a comprehensive understanding of the business.</p>
8.	Date of first appointment on the Board	November 08, 2019
9.	Shareholding in the Company (including shareholding as a beneficial owner)	Mr. Rittick Roy Burman holds 4,745 equity shares (0.03 %) of the Company in individual capacity.
10.	Relationship with other Directors, Manager or with KMPs	Son of Mr. Siddhartha Roy Burman, Executive Chairman and brother of Mr. Ritoban Roy Burman, Non - Executive Non - Independent Director.
11.	Number of meetings attended during the financial year 2024-25	<p>Number of Meetings held: 6</p> <p>Number of Meetings attended: 6</p>
12.	List of outside Directorships held in other Public Companies (excluding foreign Companies and Companies under Section 8 of the Companies Act, 2013)	KSR Footwear Limited
13.	The Listed entity from which Director has resigned in last three years	None
14.	Chairman / member of the Committees of Board of Directors of other companies in which he is a Director*	He is a member of Stakeholders Relationship Committee of KSR Footwear Limited
15.	Terms and conditions of Appointment or Re-appointment	Mr. Rittick Roy Burman who was 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, is liable to retire by rotation.

## Notice

Sl. No.	Particulars	Item No. 2
16.	Remuneration proposed to be paid	Mr. Rittick Roy Burman is entitled to Remuneration as per terms as set out in the Agreement dated April 01, 2025.
17.	Remuneration last drawn by such person, if applicable (As per last audited balance sheet dated March 31, 2025)	₹ 5.95 million
18.	Skills & capabilities required for the role and the manner in which the proposed person meets such requirement	Operations, Management, Sales and Marketing

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

In addition to the above, other requisite details required relating to re-appointment of aforesaid Director have already been provided elsewhere in the Board's Report.

# Notice

## Annexure-III

### A. INSTRUCTIONS TO ATTEND THE AGM THROUGH VC / OAVM:

1. Members will be able to attend the 44th AGM through VC / OAVM through the NSDL e-Voting system. Members may access to the same by following the instructions mentioned in Annexure-IV to this Notice. After successful login, you can see link of "VC / OAVM link" appearing under "Join Meeting" menu against the Company name. You are requested to click on VC / OAVM link placed under "Join Meeting" menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call 022 4886 7000.
3. Members under the category of Institutional Investors are encouraged to attend the AGM and also vote through remote e-Voting or e-Voting during the AGM.
4. Members are encouraged to join the Meeting through Laptops for better experience.
5. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants connecting from Mobile Devices or through laptops / desktops / tablets connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video / camera along with good internet speed.

# Notice

## Annexure-IV

### A. INSTRUCTIONS FOR REMOTE E-VOTING:

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

Step 1: Access to NSDL e-Voting system

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

Details on Step 1 is mentioned below:





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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li> <b>OTP based Login:</b>   For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e., NSDL</b> 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 &amp; voting during the meeting. </li> <li> <b>Users registered for NSDL IDeAS facility:</b>   Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-Voting service provider i.e., NSDL</b> 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 &amp; voting during the meeting. </li> <li> <b>Users not registered for NSDL IDeAS facility:</b>   If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> </li> </ol>

# Notice

Type of shareholders	Login Method
	<p>4. <b>e-Voting website of NSDL</b></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e., NSDL</b> 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 &amp; voting during the meeting.</p> <p>5. <b>e-Voting mobile application of NSDL</b></p> <p>Shareholders / Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>NSDL Mobile App is available on</p>
	<p>   </p>
	<p>   </p>
	<p>1. <b>Existing users who have opted for Easi / Easiest</b></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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; 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 company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers website directly. The menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote.</p> <p>3. <b>Users not registered for Easi / Easiest</b></p> <p>If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p>

## Notice

Type of shareholders	Login Method
	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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 21 09911.

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

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

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

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



# Notice

## 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 123456 then user ID is 123456001***.

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

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - 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:

- 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](http://www.evoting.nsdl.com).
- Click on **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number / folio number, your PAN, your name, your registered address etc.
- 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 “EVEN” of all the companies in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of the Company to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC / OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution(s), 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, 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](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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. Please note that in case of Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.), furnishing of the Board Resolution / Authority Letter or Power of Attorney, in any mode as mentioned hereinabove is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.

# Notice

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](http://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](http://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](mailto: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, September 12, 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, September 12, 2025 only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through electronic means. A person who is not a Member as on the cut-off date, i.e., Friday, September 12, 2025 should treat this Notice for information purpose only.
  6. Any person holding shares in physical form or 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., Friday, September 12, 2025 may obtain the login User Id and password / PIN by sending a request to NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) / RTA at [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com). 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](http://www.evoting.nsdl.com) or call on 022 4886 7000.
- In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Friday, September 12, 2025 may follow steps mentioned above under Step 1: "Access to NSDL e-Voting system".
7. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Physical Holding	Send a request to the Company at <a href="mailto:compliance@khadims.com">compliance@khadims.com</a> or to the Company's RTA at <a href="mailto:rnt.helpdesk@in.mpms.mufig.com">rnt.helpdesk@in.mpms.mufig.com</a> 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](mailto:evoting@nsdl.com) for obtaining **User Id and Password** by providing the above-mentioned documents.