September 02, 2026

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: <u>Notice of the 45th Annual General Meeting of Khadim India Limited (the "Company")</u>**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 45th (Forty-Fifth) Annual General Meeting (AGM) of the Members of the Company scheduled to be held on Thursday, September 24, 2026 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.

The Company is pleased to offer remote e-voting facility before the AGM and e-voting facility during the AGM to the Members through National Securities Depository Limited ('NSDL') to enable them to cast their vote(s) electronically on the resolutions set forth in the Notice of the AGM. The instructions with respect to e-voting have been provided in the Notice of the AGM.

You are requested to take note of the above.

Thanking you.

Yours faithfully,

For **Khadim India Limited**

ABHIJIT DAN
Digitally signed by ABHIJIT DAN
Date: 2026.09.02 23:36:41 +05'30'

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

Encl: As above

frontoffice@khadims.com 033-4009 0501 033-4009 0500 www.khadims.com

KHADIM INDIA LIMITED
CIN : L19129WB1981PLC034337
REGISTERED OFFICE: 7TH FLOOR, TOWER C, RDB PRIMARC TECHPARK, 08 MAJOR ARTERIAL ROAD, BLOCK - AF, NEW TOWN (RAJARHAT), KOLKATA-700156
CITY OFFICE: 7A, LINDSAY STREET, KOLKATA - 700 087

# Notice

NOTICE is hereby given that the 45th (Forty-Fifth) Annual General Meeting ('AGM') of the Members of Khadim India Limited ("the Company") will be held on **Thursday, September 24, 2026 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, 2026 together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Ritoban Roy Burman (DIN: 08020765), who retires by rotation and being eligible, offers himself for re-appointment.

3. **Re-appointment of M/s. Ray & Ray, Chartered Accountants as the Statutory Auditors of the Company for the second term of period of 5 (Five) consecutive years**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) and / or substitution(s) thereof for the time being in force] and upon due recommendation of the Audit Committee and Board of Directors, M/s. Ray & Ray, Chartered Accountants (Firm's Registration No. 301072E and having their head office at Webel Bhavan, Ground Floor, Block – EP & GP, Sector – V, Salt Lake, Kolkata – 700091], be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for the second term of 5 (Five) consecutive years commencing from the conclusion of 45th Annual General Meeting ('AGM') till the conclusion of the 50th AGM to be held in the financial year 2031-32, at such remuneration plus out-of-pocket expenses, if any, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

   **RESOLVED FURTHER THAT** the Board of Directors be and is hereby also authorised to do all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and to seek necessary approvals or settle any questions, difficulties or doubts that may arise in this regard without further referring to the Members of the Company."

## SPECIAL BUSINESS:

4. **Continuation of office of Prof. (Dr.) Surabhi Banerjee (DIN: 07829304) as an 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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and other applicable provisions if any, the consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Prof. (Dr.) Surabhi Banerjee (DIN: 07829304) who was re-appointed as an Independent Director of the Company for a period of 5 years at the 40th Annual General Meeting of the Company held on September 28, 2021 and who will attain the age of 75 years on October 29, 2026, till the expiry of her existing term (i.e., upto May 24, 2027).

   **RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

# Notice

5. **Alteration of Articles of Association**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made there under [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and subject to such other approvals as may be required, the existing Articles of Association ('AOA') of the Company be and is hereby altered on account of substitution in Clause 16(c)(i)(B) as follows:

"*to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause A above, either for cash or for a consideration other than cash, if the price of such shares is determined as per the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018 or any other rules or regulations issued by the Securities and Exchange Board of India in this regard.*"

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board of Directors

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

Date: July 02, 2026
Place: Kolkata

# Notice

## NOTES:

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 03/2025 dated September 22, 2025 read with other General Circulars issued in this regard by MCA and applicable circulars issued by Securities Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Relevant Circulars"), have permitted convening the General Meeting through VC or OAVM without physical presence of the Members. In accordance with the Relevant Circulars, applicable provisions of the Companies Act, 2013, as amended (the 'Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Annual General Meeting ("AGM") of the Company is being held through VC / OAVM, without the physical presence of the Members at a common venue. The deemed venue for the 45th AGM shall be the Registered office of the Company.

2. Additional information in respect of Business Item No. 3 (Ordinary Business) to be transacted during the AGM, as required under the Listing Regulations read with Circulars issued thereunder are enclosed herewith and marked as **Annexure-I**. Further, the relevant Explanatory Statement pursuant to Section 102 of the Act and the Rules framed thereunder, in respect of all the Special Business to be transacted during the meeting also forms part of **Annexure-I**. The recommendation of the Board of Directors of the Company along with the rationale in terms of Regulation 17(11) of the Listing Regulations is also mentioned therein.

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 Numbers 2 and 4 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 will not be available for the AGM and hence the Proxy Form and Attendance Slip are not enclosed to this Notice.

5. Since the AGM will be held through VC / OAVM, the Route Map of the AGM venue is not enclosed to this Notice.

6. As per the provisions of the Relevant 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.

7. 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.

8. Pursuant to Section 113 of the Act, corporate members are requested to send to the Company at compliance@khadims.com, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the AGM.

9. It is hereby informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoters, promoter group, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements. Accordingly, it is hereby advised to the stakeholders to inform the Company about any such agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges on becoming aware of it within the prescribed timelines.

   [*Explanation: For this purpose, the term 'directly or indirectly' includes agreements creating an obligation on the parties to such agreements to ensure that the Company shall or shall not act in a particular manner*.]

# Notice

10. **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., Thursday, September 24, 2026 at 11:30 a.m. Members seeking to inspect such documents can send an e-mail to compliance@khadims.com mentioning their names, PAN, folio numbers / demat account numbers and contact numbers.

11. **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 Friday, September 11, 2026 (10:00 a.m. IST) to Thursday, September 17, 2026 (5:00 p.m. IST), at compliance@khadims.com from their registered e-mail addresses, mentioning their names, folio numbers / demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views / ask questions during the AGM. The Company / the Chairman of the Meeting reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.

    b) Any Member desirous of receiving any information on the Financial Statements or Operations of the Company is requested to forward his / her query(ies) to the Company through e-mail at compliance@khadims.com, mentioning his / her name, folio numbers / demat account numbers, e-mail addresses and mobile numbers, at least seven working days prior to the AGM, so that the required information can be made available during the AGM.

12. 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.

13. The Company does not have any shareholders holding shares in physical mode as on the date of this Notice.

14. Members holding shares in demat mode are requested to quote the DP ID and Client ID in all communication / correspondence with the Company or its Registrar and Transfer Agent ('RTA'), MUFG Intime India Private Limited (formerly, Link Intime India Private Limited).

15. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in the dematerialized form are, therefore, requested to submit their PAN details to their respective Depository Participants ('DPs').

16. Members holding shares in demat mode are further requested to intimate to the respective Depository Participant, changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

17. In terms of SEBI Master Circular No. HO/38/13/ (4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 and other applicable provisions, the Members of the Company (who have not opted for the nomination) are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission

# Notice

of shares held by them as well as to prevent accumulation of unclaimed assets in securities market. To avail the facility of nomination or to opt out or cancel / make any variation in the already submitted nomination, members are requested to reach out to their respective DPs.

18. In accordance with Regulation 12 of the Listing Regulations read with SEBI Master Circular No. HO/38/13/(4)2026–MIRSD-POD/I/4298/2026 dated February 6, 2026, all the payments to shareholders with respect to dividend shall be made in electronic mode only and no 'payable at par' warrants or cheques or drafts shall be issued towards dividend pay-outs. Therefore, the Members are requested to update their bank account details. Members who wish to change their bank account details may advise their respective DPs about such change with complete details of bank account, including IFSC Code. Members residing at the regions where NECS / NEFT / Direct Credit / RTGS / Swift Facility is available are advised to avail of the option to collect dividend by way of these electronic modes.

19. The Company has uploaded the details of unpaid and unclaimed dividend lying with the Company on the website of the Company www.khadims.com. Members wishing to claim dividends that remain unclaimed / unpaid are requested to correspond with the RTA as mentioned above, or with the Secretarial Department. Members are requested to note that, 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 date for transfer of unclaimed dividend for the financial year ended March 31, 2019 together with the corresponding shares to IEPF is September 11, 2026.

    The Company had sent a letter in this regard to the Members concerned, who have not encashed their dividend warrants for the financial year ended March 31, 2019, to claim the amount of dividend from the Company on or before August 24, 2026.

    The Company had also published 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 is also available on the website of the Company at https://www.khadims.com/pages/unpaid-uncliamed-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.**

20. In compliance with the Relevant Circulars and the Listing Regulations, Notice of the AGM along with the Annual Report is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / RTA.

    Members may note that the Notice and Annual Report will also be available on the website of the Company viz., www.khadims.com and on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com. The Notice will also be available on the website of NSDL at www.evoting.nsdl.com.

# Notice

A letter in physical mode shall be sent to those shareholders, whose e-mail addresses are not registered, 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.

21. Any member desirous of obtaining hard copy of the said Notice along with the Annual Report for the financial year ended March 31, 2026 may send a request to the Company at compliance@khadims.com, through his / her registered e-mail address, mentioning his / her name, PAN, folio numbers / demat account numbers and contact number.

22. Members may refer to the relevant SEBI Circulars on redressal of investor grievances and / or on Online Dispute Resolution (ODR), available on the links provided on the Company's website at https://www.khadims.com/pages/investor-grievance or the RTA's website, i.e., www.in.mpms.mufg.com under the tab "Resources > Downloads > Circulars".

23. **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.

24. **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 relevant 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 Monday, September 21, 2026 and ends at 5:00 p.m. IST on Wednesday, September 23, 2026**. During this period, the Members of the Company, holding shares, as on the **cut-off date i.e., Thursday, September 17, 2026** 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.

    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.

# Notice

25. 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.

26. 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 submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws. The resolution(s) shall be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.

27. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e., www.khadims.com and on the website of NSDL i.e., 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 where the Company's shares are listed.

28. **The note on "Directors and Key Managerial Personnel" mentioned in the Board's Report dated May 20, 2026 would be read as follows:**

    Your Company's Board complies with the constitution requirement under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

    The Independent Directors have confirmed that they meet with the criteria of independence as required under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations.

    The Board is also of the opinion that the Independent Directors meet with the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

    There has been no change in the circumstances affecting their status as Independent Directors of the Company.

    All the Independent Directors have registered themselves / renewed their registration pursuant to the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019.

    The Board confirms that the Independent Directors also meet the criteria of integrity, expertise and experience (including the proficiency) in terms of Rule 8(5)(iiia) of the Companies (Accounts) Rules, 2014.

    The Members of the Company vide resolutions passed via Postal Ballot on June 23, 2025 had considered and approved the following re-designations and appointments:

    i. Re-designation of Mrs. Upama Mukherjee (DIN: 10585455) from "Non-Executive Non-Independent Director" to "Independent Director" of the Company effective April 01, 2025.

    ii. 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.

    iii. 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.

# Notice

Further, pursuant to Section 152(6) of the Companies Act, 2013, Mr. Rittick Roy Burman (DIN: 08537366), Director, retired by rotation and was re-appointed at the Annual General Meeting held on September 19, 2025.

Subsequently, Mrs. Upama Mukherjee (DIN: 10585455) resigned as an Independent Director of the Company with effect from close of business hours on April 06, 2026, citing personal reasons.

Consequently, the Board of Directors vide its meeting held on July 02, 2026, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members at the Extra-ordinary General Meeting on August 01, 2026, approved the appointment of Mr. Sekhar Bhattacharjee (DIN: 05125932) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years effective from July 02, 2026 to July 01, 2031 pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof] and he is not liable to retire by rotation.

Further, pursuant to the provisions of Regulation 17(1A) of the Listing Regulations, the Board of Directors vide its said meeting held on July 02, 2026, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members at the ensuing Annual General Meeting, approved the continuation of office of Prof. (Dr.) Surabhi Banerjee (DIN:07829304) who was re-appointed as an Independent Director of the Company for a period of 5 (Five) years at the 40th Annual General Meeting of the Company held on September 28, 2021 and who will attain the age of 75 years on October 29, 2026, till the expiry of her existing term (i.e., upto May 24, 2027). Your Directors recommend her continuation of office at the ensuing Annual General Meeting.

Mr. Ritoban Roy Burman (DIN: 08020765), Non-Executive Non-Independent Director of the Company, retires by rotation at the ensuing Annual General Meeting, and being eligible, offered himself for re-appointment. Your Directors recommend his re-appointment at the ensuing Annual General Meeting.

The brief profile of Mr. Ritoban Roy Burman and Prof. (Dr.) Surabhi Banerjee other relevant information under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings with respect to Director seeking re-appointment is provided in the Notice convening Annual General Meeting.

# Notice

**Annexure-I**

## ADDITIONAL INFORMATION RELATING TO THE ORDINARY BUSINESS

**Item No. 3**

The Members of the Company vide 40th AGM held on September 28, 2021 had approved the appointment of M/s. Ray & Ray, Chartered Accountants, (Firm's Registration No. 301072E) as the Statutory Auditors of the Company to hold office from the conclusion of 40th AGM till the conclusion of the 45th AGM to be held in the financial year 2026-27.

In terms of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Company can appoint or re-appoint an audit firm as Statutory Auditors for not more than 2 (Two) terms of 5 (Five) consecutive years.

Considering their familiarisation with respect to the operations and functions of the Company, their long-standing professional services as an Audit Firm and on due recommendation of the Audit Committee, the Board of Directors proposes that Members re-appoint M/s. Ray & Ray, Chartered Accountants, as the Statutory Auditors of the Company to hold office for a second term of 5 (Five) consecutive years commencing from the conclusion of 45th AGM till the conclusion of the 50th AGM to be held in the financial year 2031-32 at such remuneration and out-of-pocket expenses, if any, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

M/s. Ray & Ray, Chartered Accountants have conveyed its consent for re-appointment as the Statutory Auditors of the Company for the said purpose, along with the requisite confirmation that, their appointment, if made by the shareholders, will be within the limits prescribed under the Act.

M/s. Ray & Ray, Chartered Accountants, holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India ('ICAI'). They have further confirmed that they are eligible for the proposed re-appointment as Statutory Auditor in terms of the provisions of the Sections 139(2), 141(2) and 141(3) of the Act read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Chartered Accountants Act, 1949 and the rules or 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 Statutory Auditor(s):** The fees paid to M/s. Ray & Ray, Chartered Accountants, inter alia, towards statutory audit for FY 2025-26 has been mentioned elsewhere in the Annual Report for FY 2025-26. The remuneration proposed to be paid to the Statutory Auditor during their second and final term would be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. The remuneration proposed to be paid to the Statutory Auditors during their second term of appointment will be determined by the Board of Directors, based on the Audit Committee's recommendation and in consultation with M/s. Ray & Ray, Chartered Accountants. The fees will be based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks.

M/s. Ray & Ray, Chartered Accountants, shall not render any services that are prohibited under the applicable law or as prescribed by ICAI from time to time.

**B. Terms of re-appointment:** Appointment as Statutory Auditors of the Company for a second term of 5 (Five) consecutive years commencing from the conclusion of 45th AGM till the conclusion of the 50th AGM to be held in the financial year 2031-32, to carry out Audit of the Financial Statements (Standalone and Consolidated), Annual Financial Results, Limited Review of the Unaudited Quarterly Financial Results etc. subject to approval by the Members of the Company.

**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.

# Notice

**D. Basis of recommendation for re-appointment:** The Audit Committee and Board of Directors, at their respective meetings held on May 20, 2026 have considered various parameters like industry experience including experience in retail industry, competency of the audit team, efficiency in conduct of audit, independence, technical knowledge, etc. and found M/s. Ray & Ray, Chartered Accountants, suitable for re-appointment as Statutory Auditors of the Company and accordingly, recommend the same to the Members of the Company.

**E. Credentials of the Statutory Auditor(s) proposed to be re-appointed:** M/s. Ray & Ray, Chartered Accountants, is one of the leading CA firms in India with its head office in Kolkata. The firm has a pan India presence through its branch offices in major metropolitan cities and offers audit, tax and advisory services in India and abroad.

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

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

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

None of the Directors of the Company, Key Managerial Personnel or their respective relatives is in any way concerned or interested, financially or otherwise in the proposed resolution.

The Board recommends this resolution for approval of the Members of the Company by way of an Ordinary Resolution.

## EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE ACT

### Item No. 4

The members of the Company vide AGM held on September 28, 2021 had approved the re-appointment of Prof. (Dr.) Surabhi Banerjee (DIN: 07829304) as Non-Executive Independent Director for a second term of 5 (Five) consecutive years, commencing from May 25, 2022 to May 24, 2027.

Apart from being a Director on the Board, Prof. (Dr.) Surabhi Banerjee is also a member of Audit Committee and Nomination & Remuneration Committee and has been effectively performing her duties and providing valuable guidance to the Company in key strategic matters from time to time.

In terms of the Regulation 17(1A) of Listing Regulations, no listed company shall appoint, re-appoint or continue the directorship of any person as a Non-Executive Director who has attained the age 75 years unless a special resolution is passed to that effect.

Further, the listed company is required to ensure compliance with the said provision at the time of appointment or re-appointment, or any time prior to the non-executive director attaining the age of 75 years.

Prof. (Dr.) Surabhi Banerjee shall attain the age of 75 years on October 29, 2026. Prof. (Dr.) Banerjee is in good health and of sound and alert mind. Based on the recommendation of the Nomination and Remuneration Committee and further taking into account the professional skill, knowledge, experience, continued valuable guidance to the management and the contributions made by Prof. (Dr.) Banerjee during her association with the Company and also on the basis of her performance evaluation, the Board of Directors opined that it shall be in the interest of the Company to continue to avail the services of Prof. (Dr.) Banerjee, as an Independent Director of the Company for the remaining tenure.

# Notice

Prof. (Dr.) Surabhi Banerjee is not dis-qualified from being continued as a Director in terms of Section 164 of the Act. Further, Prof. (Dr.) Surabhi Banerjee fulfils the conditions specified in the Act read with Schedule IV to the Act and Rules made thereunder and also under the Listing Regulations for continuation of office as an Independent Director of the Company post attaining age of 75 years.

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

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

**Item No. 5**

Clause 16(c)(i)(B) of the existing Articles of Association ('AoA') of the Company provides for determination of price of equity shares based on the valuation report by a registered valuer which is in addition to determination of the price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") in case of further issue of capital.

The Company is a listed entity whose shares are listed with BSE Limited and the National Stock Exchange of India Limited, and is primarily governed by the provisions of various rules and regulations as issued by SEBI from time-to-time and hence in order to align the valuation methodology in line with the requirements of the ICDR Regulations, it is proposed to fix the valuation norm mentioned therein as the only valuation method to determine the price for issuance of new shares and hence necessary changes in the relevant Article of the existing AoA of the Company is proposed.

Hence, the Board of Directors of the Company has considered to amend the relevant clause of the AoA accordingly.

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed special resolution.

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

By Order of the Board of Directors

**Abhijit Dan**

Group Company Secretary & Head – Legal

Membership No.: A21358

Date: July 02, 2026

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 | Item No. 4 |
|---|---|---|---|
| 1. | Name of the Director | Mr. Ritoban Roy Burman | Prof. (Dr.) Surabhi Banerjee |
| 2. | DIN | 08020765 | 07829304 |
| 3. | Date of Birth | June 04, 1992 | October 29, 1951 |
| 4. | Age | 34 Years | 74 years |
| 5. | Nationality | Indian | Indian |
| 6. | Qualifications | Bachelor's degree in Mass Communication from St. Xaviers College, Kolkata. | Master's degree in Arts from the University of Leeds, U.K. and a Doctorate in English from University of Calcutta. |
| 7. | Profile, experience and expertise in specific functional areas | Mr. Ritoban Roy Burman joined the Company in 2013 as Manager-Marketing and served in this capacity till November 2017. During this period, he gained good exposure in various aspects of footwear marketing. Since then, he has been an integral part of our organisation, contributing his valuable expertise across different facets of the business. | She has 38 years of experience as an academician. Prior to joining the Company, she was associated as Vice Chancellor with Central University of Orissa, University of Gour Banga and Netaji Subhas Open University. |
| 8. | Date of first appointment on the Board | December 14, 2017 | May 25, 2017 |
| 9. | Shareholding in the Company (including shareholding as a beneficial owner) | Mr. Ritoban Roy Burman holds 3,000 equity shares (0.02%) of the Company in individual capacity. | Nil |
| 10. | Relationship with other Directors, Manager or with KMPs | Son of Mr. Siddhartha Roy Burman, Executive Chairman and brother of Mr. Rittick Roy Burman, Managing Director. | None |
| 11. | Number of meetings attended during the financial year 2025-26 | Number of Meetings held: 5<br>Number of Meetings attended: 4 | Number of Meetings held: 5<br>Number of Meetings attended: 5 |
| 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 | None |
| 13. | The Listed entity from which Director has resigned in last three years | None | None |
| 14. | Chairman / member of the Committees of Board of Directors of other companies in which he is a Director* | None | None |

# Notice

| Sl. No. | Particulars | Item No. 2 | Item No. 4 |
|---|---|---|---|
| 15. | Terms and conditions of Appointment or Re-appointment | Mr. Ritoban Roy Burman who was appointed as Non - Executive, Non - Independent Director with effect from December 14, 2017 and whose appointment had been confirmed at the AGM held on September 06, 2018, is liable to retire by rotation. | Prof. (Dr.) Surabhi Banerjee who was re-appointed as Non – Executive Independent Director commencing from May 25, 2022 to May 24, 2027 and whose re-appointment had been confirmed at the AGM held on September 28, 2021, is not liable to retire by rotation. |
| 16. | Remuneration proposed to be paid | Mr. Ritoban Roy Burman shall be eligible for the following:<br>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;<br>b. Reimbursement of expenses for participation in the Board and other meetings; and<br>c. Commission as may be approved by the Members. | Prof. (Dr.) Surabhi Banerjee shall be eligible for the following:<br>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;<br>b. Reimbursement of expenses for participation in the Board and other meetings; and<br>c. Commission as may be approved by the Members. |
| 17. | Remuneration last drawn by such person, if applicable (As per last audited balance sheet dated March 31, 2026) | ₹ 0.16 million | ₹ 0.53 million |
| 18. | Skills & capabilities required for the role and the manner in which the proposed person meets such requirement | Sales and Marketing | Management, Administration and Finance |

*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 45th 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, DVP, NSDL at 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 | 1. **OTP based Login:**<br>For OTP based login you can click on https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting.<br>2. **Users registered for NSDL IDeAS facility:**<br>Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page, click on the "**Beneficial Owner**" icon under "**Login**" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on Company name or **e-Voting service provider i.e., NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>3. **Users not registered for NSDL IDeAS facility:**<br>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp |

# Notice

| Type of shareholders | Login Method |
|---|---|
| | 4. **e-Voting website of NSDL**<br>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number 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 or joining virtual meeting & voting during the meeting.<br>5. **e-Voting mobile application of NSDL**<br>Shareholders / Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 1. **Existing users who have opted for Easi / Easiest**<br>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.<br>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 & 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.<br>3. **Users not registered for Easi / Easiest**<br>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.<br>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. |

# Notice

| Type of shareholders | Login Method |
|---|---|
| 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 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 and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat 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 | 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.<br>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.<br>For example, if your Beneficiary ID is 12************** then your user ID is 12************** |

# Notice

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) 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.

   c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

**Details on Step 2 is 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.

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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 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. 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.

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?**" 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, DVP, 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., Thursday, September 17, 2026.

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., Thursday, September 17, 2026 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., Thursday, September 17, 2026 should treat this Notice for information purpose only.

6. 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., Thursday, September 17, 2026 may obtain the login User Id and password / PIN by sending a request to

# Notice

NSDL at evoting@nsdl.com / RTA at investor.helpdesk@in.mpms.mufg.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**" option available on 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., Thursday, September 17, 2026 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.

8. **Instructions for Members whose e-mail ids are not registered / updated:**

   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) and 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.