

July 10, 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: Notice of the Extra-Ordinary 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 Extra-Ordinary General Meeting (‘EGM’) of the Members of the Company scheduled to be held on Saturday, August 01, 2026 at 11:30 a.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The aforesaid Notice of the EGM 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 EGM and e-voting facility during the EGM to the Members through National Securities Depository Limited (NSDL) to enable them to cast their vote(s) electronically on the resolution set forth in the Notice of the EGM. The instructions with respect to e-voting have been provided in the Notice of the EGM.

You are requested to take note of the above.

Thanking you,

Yours faithfully,

For **Khadim India Limited**

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

Encl: As above

**KHADIM INDIA LIMITED****CIN:** L19129WB1981PLC034337**Regd. Off.:** 7th Floor, Tower C, RDB Primarc TechPark, 08 Major Arterial Road,  
Block – AF, New Town (Rajarhat), Kolkata - 700156**Tel No.:** +91 33 4009 0501 | **E-mail:** [compliance@khadims.com](mailto:compliance@khadims.com) | **Website:** [www.khadims.com](http://www.khadims.com)**NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an Extra-ordinary General Meeting ('EGM') of the Members of Khadim India Limited ("Company") will be held on **Saturday, August 01, 2026 at 11:30 a.m. IST through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM')** to transact the following special business:

**ITEM NO. 1:****ISSUANCE OF UPTO 10,68,182 FULLY CONVERTIBLE EQUITY SHARE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER AND NON - PROMOTER CATEGORY**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 23, 42, 62 of the Companies Act, 2013 (the "Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended from time to time, (the "ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended from time to time ("Takeover Regulations"), Foreign Exchange Management Act, 1999, as amended from time to time, and subject to other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), the BSE Limited and the National Stock Exchange of India Limited ["Stock Exchange(s)"], where the Equity Shares of the Company are listed, and / or any competent authorities from time to time to the extent applicable and enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the approvals, consents, permissions and sanctions of the SEBI, Reserve Bank of India ("RBI"), Stock Exchange(s) and any other concerned authorities, as may be necessary and applicable, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of Directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution), the consent and approval of the Members of the Company ('Members') be and is hereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on private placement basis, in one or more tranches, in compliance with Chapter V of the ICDR Regulations, upto 10,68,182 (Ten Lakh Sixty Eight Thousand One Hundred and Eighty Two) Fully Convertible Equity Share Warrants (hereinafter referred to as 'Warrants') at an exercise price of ₹ 110/- (Rupees One Hundred Ten Only) per underlying Equity Share of the face value of ₹ 10/- (Rupees Ten Only) each with a premium of ₹ 100/- (Rupees One Hundred Only) per share which is a price higher than the price as determined in accordance with the provisions of Chapter V of the ICDR Regulations, each convertible into 1 (One) Equity Share of the face value of ₹ 10/- (Rupees Ten Only) each ("the resultant Equity Shares"), aggregating upto ₹11,75,00,020/- (Rupees Eleven Crore Seventy Five Lakh Twenty Only), for cash, to the person(s) belonging to Promoter and Non- Promoter Category [hereinafter referred as "Proposed Allottee(s)"] as more particularly enlisted in the explanatory statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereinafter.

**RESOLVED FURTHER THAT** the Relevant Date, as per ICDR Regulations, as amended up to date, for determination of issue price of Warrants and resultant Equity Shares is Thursday, July 02, 2026 being the date which is 30 days prior to the date of EGM i.e., Saturday, August 01, 2026.

**RESOLVED FURTHER THAT** aforesaid Issue of Warrants shall be subject to the conditions prescribed under the Act and the ICDR Regulations including the following:

- i. The Proposed Allottee(s) of Warrants shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the ICDR Regulations. The balance 75% of the issue price shall be payable by the Proposed Allottee(s) before / at the time of exercising the conversion of Warrants, which will be on or before 18 (Eighteen) months from the date of allotment of Warrants.
- ii. The consideration for allotment of Warrants arising out of exercise of such Warrants shall be paid to the Company from the Bank account of the respective proposed Warrant allottee(s).
- iii. The Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 (Fifteen) days from the date of passing a Special Resolution by the Members, provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 (Fifteen) days from the date of last such approval or within such further period(s) as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and / or Regulatory Authorities etc.
- iv. The Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of Warrants.
- v. In case, the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (Eighteen) months of the allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- vi. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vii. Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 15 (Fifteen) days from the date of such exercise by the allottee of such Warrants.
- viii. The resultant Equity Shares shall rank pari-passu with the then existing fully paid-up Equity Shares of the Company including as to dividend and voting rights, etc.
- ix. The resultant Equity Shares will be listed and traded on the stock exchange(s), where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. However, Warrants shall not be listed.
- x. The entire pre-preferential existing equity shareholding of the proposed allottee(s), if any, shall be subject to lock-in as per Regulation 167(6) of the ICDR Regulations.
- xi. The Warrants and / or Equity Shares to be offered / issued and allotted pursuant to the option attached to the Warrants shall be subject to lock-in for such period as provided under the provisions of Chapter V of the ICDR Regulations.
- xii. Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the ICDR Regulations except to the extent and in the manner permitted there under.
- xiii. The Warrants by itself unless converted into Equity Shares, does not give the Warrant holder(s) any rights (including any dividend or voting rights) in the Company in respect of such Warrants.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors / Committee(s) of the Board be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient to the issue and allotment of the Warrants / Resultant Equity Shares including but not limited to making application to Stock Exchange(s) for

obtaining of in-principle approval, listing of Shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited ('NSDL'), Central Depository Services (India) Limited ('CDSL') and / or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Warrants / resultant Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

**ITEM NO. 2:**

**APPOINTMENT OF MR. SEKHAR BHATTACHARJEE (DIN: 05125932) 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 Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations"), as amended from time to time, the relevant provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors ("the Board") and subject to such other consents, permissions and approvals, as may be required, Mr. Sekhar Bhattacharjee (DIN: 05125932), who was appointed as an Additional Director of the Company in the capacity of Non - Executive Independent Director with effect from July 02, 2026 and who has submitted a declaration that he meets the criteria of independence as provided in the Act and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company (not liable to retire by rotation), to hold office for an initial term of 5 (Five) consecutive years commencing from July 02, 2026 to July 01, 2031 (both dates inclusive).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors  
**For Khadim India Limited**  
Sd/-

**Abhijit Dan**

**Group Company Secretary & Head - Legal**

Membership No.: A21358

Date: July 09, 2026

Place: Kolkata

**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 Extra-ordinary General Meeting ("EGM") of the Company is being held through VC / OAVM.
2. The Relevant Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business to be transacted during the meeting is enclosed herewith and marked as **Annexure-I**.
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 mentioned in Item No. 2 is enclosed herewith and marked as **Annexure-II**.
4. Since this EGM 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 EGM and hence the Proxy Form and Attendance Slip are not enclosed to this Notice.
5. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not enclosed to this Notice.
6. Attendance of the Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Company has appointed CS Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238), to act as the Scrutinizer and to scrutinize the remote e-voting and e-voting at EGM in a fair and transparent manner.
8. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to attend and vote during the EGM.
9. 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 EGM.
10. 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 EGM, i.e., Saturday, August 01, 2026 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, folio numbers / demat account numbers and contact numbers.
11. 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 Notices and Circulars etc. from the Company electronically.
12. Members are requested to quote the ledger folio / DP ID and Client ID in all communication with the Company.
13. 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, 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 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) pursuant to SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, 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.
14. Members holding shares in physical form, if any, and who have not yet registered their nomination are requested to register the same by submitting Form SH-13 with the RTA. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, the Members may submit the same in Form ISR-3 or SH-14 as the case may be. The said Forms can be downloaded from the website of the Company at <https://www.khadims.com/pages/information-for-holders-of-physical-securities> or website of the RTA at <https://web.in.mpms.mufg.com/KYC-downloads.html>. Members holding shares in dematerialized form are requested to register their nomination details with their DPs.
- 15. Procedure for registration as speakers / seek clarification:**
- a. Members willing to express their views or ask questions during the EGM are required to register themselves as speakers by sending their requests, from Monday, July 20, 2026 (10:00 a.m. IST) to Monday, July 27, 2026 (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 EGM. 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 EGM.
- b. Members seeking any information with regard to the resolution as placed at the EGM and relevant documents referred to in the accompanying Notice and in the Explanatory Statements, are requested to write to the Company through email on [compliance@khadims.com](mailto:compliance@khadims.com), atleast seven working days prior to the EGM, so that the required information can be made available during the EGM.
16. In compliance with the Relevant Circulars, Notice of the EGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / RTA. The Company shall send a physical copy of the Notice to those Members who specifically request for the same at [compliance@khadims.com](mailto:compliance@khadims.com) mentioning their name, PAN, Folio No. / DP ID and Client ID. Members may note that the Notice 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).
17. Members may please note that SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 has mandated the listed companies to issue securities in dematerialised 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://web.in.mpms.mufg.com/client-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

With effect from April 02, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company / RTA while processing aforesaid service request. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List.

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.

**18. Procedure for attending the EGM through VC / OAVM:**

- a. Members will be able to attend the EGM through VC / OAVM through the NSDL e-voting system.
- b. The facility of joining the EGM through VC / OAVM will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the EGM, i.e., from 11:15 a.m. IST to 11:45 a.m. IST and will be available for 1,000 Members on a first-come first-served basis. This restriction would however not apply to participation of shareholders holding 2% or more shareholding of the Company, promoters, institutional investors, directors, key and senior managerial personnel, auditors, scrutinizer, etc.
- c. The instructions to attend the EGM through VC / OAVM is enclosed herewith and marked as Annexure-III and the same shall form part of this Notice.

**19. Voting through electronic means:**

- a. As per the provisions of Section 108 and other applicable provisions of the Act, if any, 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 EGM 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 EGM, who are holding the shares as on the cut-off date.
  - b. The **remote e-voting period shall commence at 9:00 a.m. IST on Wednesday, July 29, 2026 and end at 5:00 p.m. on Friday, July 31, 2026.** During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Saturday, July 25, 2026, may cast their vote by remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility shall forthwith be blocked. 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 EGM and the Members attending the EGM who have not cast their vote by remote e-voting shall be able to exercise their right during the EGM through electronic voting system. However, Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM 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 EGM is enclosed herewith and marked as **Annexure-IV** and the same shall form part of this Notice.
20. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote E-voting and will 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.
21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.khadims.com](http://www.khadims.com) and on the website of NSDL <http://www.evoting.nsdl.com> immediately and shall simultaneously be communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date.

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

**Item No. 1**

The Board of Directors of the Company (“Board”) at their meeting held on July 02, 2026, subject to the approval of the Members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have considered and decided / approved to create, offer, issue and allot, by way of preferential issue on private placement basis, in one or more tranches, in compliance with Sections 23, 42 and 62(1)(c) of the Act and Rules made thereunder and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“ICDR Regulations”), the following securities:

**“upto 10,68,182 (Ten Lakh Sixty Eight Thousand One Hundred Eighty Two) Fully Convertible Equity Share Warrants (‘Warrants’), convertible into equivalent numbers of Equity Shares (i.e., one fully paid up Equity Share upon conversion of every one Warrant held) of the Face Value of ₹ 10/- (Rupees Ten Only) each of the Company, at an exercise price of ₹ 110/- (Rupees One Hundred Ten Only) including a premium of ₹ 100/- (Rupees One Hundred Only) per Equity share or at such price as may be determined in accordance with the provisions of Chapter V of the ICDR Regulations.”**

The relevant disclosures as required under Regulation 163(1) of Chapter V of the ICDR Regulations are set out below:

**A. The Objects of the issue through preferential offer:**

There is a requirement for infusion of funds in the Company to ease out the working capital and long-term financial requirements for expansion / continuation of the business activities including purchase of land / property for construction of warehouse thereon.

**Utilization of Issue Proceeds**

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the issue proceeds for the above Objects is set out hereinbelow:

Sl. No.	Particulars	Total estimated amount to be utilised for each of the Objects* (₹ in Crore)	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1.	Working capital	1.75	Within 2 years from receipt of funds for the Warrants (as set out herein) in phases as per the Company’s business requirements and availability of issue proceeds*.
2.	Long-term financial requirements for expansion / continuation of the business activities	4	
3.	Purchase of land / property for construction of warehouse thereon	6	
<b>Total</b>		<b>11.75</b>	

*\*Considering receipt of the entire amount against the total number of Convertible Equity Share Warrants proposed to be issued within the stipulated time.*

**B. Maximum Number of specified securities to be issued:**

This Special Resolution authorizes the Board to issue and allot, by way of preferential issue on private placement basis, in one or more tranches, in compliance with the ICDR Regulations, upto 10,68,182 (Ten Lakh Sixty Eight Thousand One Hundred Eighty Two) Warrants, convertible into equivalent numbers of Equity Shares (i.e., one fully paid up Equity Share upon conversion of every one Warrant held) of the Face Value of ₹ 10/- (Rupee Ten Only) each of the Company. Further, no assets of the Company are charged as Securities for the said Preferential Issue.

**C.** The allotment of the Warrants is subject to the proposed allottee(s) not having sold any Equity Shares of the Company during the 90 (Ninety) Trading Days preceding the Relevant Date. The proposed allottee(s) have represented that the allottee(s) have not sold any Equity Shares of the Company during 90 (Ninety)

Trading Days preceding the Relevant Date.

**D. The names of the Proposed Allottee(s) and their status after preferential issue is as under:**

Issue of Warrants to following person(s) belonging to the Promoter and Non- Promoter Category:

Sl. No.	Name of the Proposed Allottee(s)	Current Status	Proposed Status	No. of Warrants proposed to be issued and allotted
1.	Mr. Siddhartha Roy Burman	Promoter	Promoter	2,27,273
2.	Ms. Aarya Ketan Kotecha	Non-Promoter	Non-Promoter	90,909
3.	Mr. Aniket Vijay Latkar	Non-Promoter	Non-Promoter	90,909
4.	Ms. Ashwini Sunil Chavan	Non-Promoter	Non-Promoter	72,727
5.	Ms. Cherry A Mehta	Non-Promoter	Non-Promoter	90,909
6.	Gold Circle Venture Partners LLP	Non-Promoter	Non-Promoter	90,909
7.	Mr. Krishnam Chirimar	Non-Promoter	Non-Promoter	90,909
8.	Mr. Lalit Agrawal	Non-Promoter	Non-Promoter	90,909
9.	Ms. Palak Sanjay Agarwal	Non-Promoter	Non-Promoter	45,455
10.	Mr. Pratham Prasoon	Non-Promoter	Non-Promoter	90,909
11.	Siddharth Harshad Parikh (HUF) (Mr. Siddharth Harshad Parikh -Karta)	Non-Promoter	Non-Promoter	68,182
12.	Ms. Vedika Bharat Shinde	Non-Promoter	Non-Promoter	18,182

**E. Intent of the Promoters, Directors, Key Managerial Personnel (KMP) or Senior Management of the issuer to subscribe to the offer:**

Apart from the Proposed Allottee(s) categorized as Promoter and Non-Promoter Category for the Warrants, as mentioned in Table D above, no Promoter or any Director or KMP or Senior Management intend to subscribe to the present preferential issue.

**F. Relevant Date:**

In terms of the provisions of Chapter V of the ICDR Regulations, the Relevant Date for determination of issue price of Warrants and resultant Equity Shares is Thursday, July 02, 2026 being the date which is 30 days prior to the date of EGM, i.e., Saturday, August 01, 2026.

**G. Pending Preferential Issue:**

Presently there has been no preferential issue pending or in process except as proposed in this Notice.

**H. Basis on which the price has been arrived / Valuation Report:**

In case of the frequently traded shares, as per Regulation 164(1) of the ICDR Regulations, a minimum issue price of the Equity Shares / Warrants in preferential issues has to be calculated as higher of the following:

- the 90 (Ninety) trading days volume weighted average price of the related Equity Shares quoted on the recognized stock exchange preceding the relevant date; or
- the 10 (Ten) trading days volume weighted average price of the related Equity Shares quoted on a recognized stock exchange preceding the relevant date;

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Further, as per Regulation 166A of the ICDR Regulations, any preferential issue, which may result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the issuer, to an allottee or to allottee(s) acting in concert, shall require a valuation report from an independent registered Valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under Regulation

164(1) of the ICDR Regulations, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

In the proposed case, Article 16(c)(i)(B) of the Articles of Association of the Company provides that a further issue of shares may be made at the price to be determined by the valuation report of a registered valuer. Further, the Company has also obtained Valuation Report dated July 02, 2026 from Mr. Vikram Kumar Singh, registered valuer under IBBI (SFA) (Registration No. IBBI/RV/06/2019/11320) in this regard.

There is no Qualified Institutional Buyer in the list of proposed allottee(s).

The Shares of the Company are listed and traded on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') and are frequently traded at both the Stock Exchanges and hence, the pricing of the Warrants to be allotted shall be the higher of the following parameters:

- a. the 90 (Ninety) trading days volume weighted average price of the related Equity Shares quoted on therecognized stock exchange preceding the relevant date;
- b. the 10 (Ten) trading days volume weighted average price of the related Equity Shares quoted on a recognized stock exchange preceding the relevant date;
- c. Determination of price as per Articles of Association of the Company.
- d. Offer price as determined in terms of Valuation Report dated July 02, 2026 issued by IBBI Registered Valuer Mr. Vikram Kumar Singh, registered valuer under IBBI (SFA) (Registration No. IBBI/RV/06/2019/11320) (The said Valuation Report is available on the website at <https://www.khadims.com/pages/preferential-issue>).

It is proposed that the Warrants shall be issued at an exercise price of ₹ 110/- (Rupees One Hundred Ten Only) per underlying Equity share of the Face Value of ₹ 10/- (Rupees Ten Only) each including a premium of ₹ 100/- (Rupees One Hundred Only) per Equity Share which is higher than the issue price as determined as per the ICDR Regulations.

Since there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company during last more than one year, there is no adjustment in pricing, required to be made, in terms of Regulation 166 of the ICDR Regulations.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer: Not Applicable

#### **I. Re-computation of Issue Price:**

The Company shall re-compute the issue price of the Warrants / Equity Shares, in terms of the provision of the ICDR Regulations, where it is required to do so, and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the ICDR Regulations, the Warrants / Equity Shares allotted under preferential issue shall continue to be locked - in till the time such amount is paid by the allottee(s).

#### **J. Payment of Consideration:**

For Warrants: In terms of the provisions of Regulation 169(2) of the ICDR Regulations, an amount equivalent to at least 25% (twenty five percent) of the total consideration for the Warrants will be payable at the time of subscription to the Warrants whereas the balance exercise price equivalent to the 75% (seventy five percent) of the issue price shall be payable by the proposed allottee(s) at the time of exercising the conversion of Warrants.

In case the Warrant holder do not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (Eighteen) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

The consideration for the Warrants is payable in cash and has to be paid by the allottee from its respective bank account and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

**K. Dues toward SEBI, Stock Exchange(s) or Depositories:**

There are no outstanding dues of the Company payable towards SEBI, Stock Exchanges or Depositories.

**L. Change in control, if any, upon preferential issue:**

Consequent to the proposed preferential issue of Warrants / resultant Equity Shares, there shall not be any change in control or change in management of the Company. The preferential issue shall not attract an obligation to make an open offer for Shares of the Company under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

**M. The shareholding pattern of the issuer Company before and after the preferential issue:**

The shareholding pattern before and after the proposed preferential issue to Promoter and Non-promoter Category are as follows:

Sl. No.	Category of Shareholders	Pre-issue		Post-issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
<b>A</b>	<b>Promoter &amp; Promoter Group Holding</b>				
1	Indian				
a)	Individual/Hindu Undivided Family	17,33,668	9.43	19,60,941	10.08
b)	Promoter Trust	10	0.00	10	0.00
c)	Body Corporate	92,73,229	50.46	92,73,229	47.69
	<b>Sub-Total (A)</b>	<b>1,10,06,907</b>	<b>59.89</b>	<b>1,12,34,180</b>	<b>57.77</b>
<b>B</b>	<b>Non-Promoter Holding</b>				
1	Institutions (Domestic)				
a)	Alternate Investment Funds	2,10,000	1.14	2,10,000	1.08
2	Institutions (Foreign)				
a)	Foreign Portfolio Investors Category I	21,620	0.12	21,620	0.11
3	Non-institutions				
a)	Key Managerial Personnel	37,050	0.20	37,050	0.19
b)	Investor Education & Protection Fund	1,994	0.01	1,994	0.01
c)	Resident Individual	57,64,579	31.37	64,46,397	33.15
d)	Non Resident Indians (NRIs)	1,89,437	1.03	1,89,437	0.97
e)	Bodies Corporate	5,07,998	2.76	5,07,998	2.61
f)	Body Corporate -Limited Liability Partnership	1,50,088	0.82	2,40,997	1.24
g)	Hindu Undivided Family	4,33,588	2.36	5,01,770	2.58
i)	Clearing Member	55,121	0.30	55,121	0.28
	<b>Sub-Total (B)</b>	<b>73,71,475</b>	<b>40.11</b>	<b>82,12,384</b>	<b>42.23</b>
	<b>Total [(A)+(B)]</b>	<b>1,83,78,382</b>	<b>100.00</b>	<b>1,94,46,564</b>	<b>100.00</b>

**Notes:**

1. The Pre - preferential shareholding pattern is as on July 1, 2026.
2. The above post-issue shareholding is prepared assuming full conversion of Warrants issued pursuant to resolution at Item No. 1 into Equity Shares.

**N. Time frame within which the preferential issue shall be completed:**

In terms of Regulation 170(1) of the ICDR Regulations, preferential issue will be completed within a period of 15 (Fifteen) days from the date of passing of Special Resolution.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (Fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

Proposed allottee(s) of Warrants shall be entitled to convert the same into equal number of Equity Shares, in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of Warrants.

Upon exercise of the option to convert the Warrants within the tenure as specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 15 (Fifteen) days from the date of such exercise by the allottee(s) of such Warrants.

**O. Particulars of the proposed allottee(s) and the identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and / or who ultimately control the proposed allottee(s), the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the Preferential Issue:**

Sl. No.	Name	Natural Person who are the Ultimate Beneficial Owners	Pre-preferential holding		Present Issue Warrants (No. of Warrants)	Post- preferential holding assuming full conversion of Warrants	
			No. of Shares	%		No. of Shares	%
1.	Mr. Siddhartha Roy Burman	Not Applicable	16,33,533	8.89	2,27,273	18,60,806	9.57
2.	Ms. Aarya Ketan Kotecha	Not Applicable	0	0	90,909	90,909	0.47
3.	Mr. Aniket Vijay Latkar	Not Applicable	0	0	90,909	90,909	0.47
4.	Ms. Ashwini Sunil Chavan	Not Applicable	0	0	72,727	72,727	0.37
5.	Ms. Cherry A Mehta	Not Applicable	0	0	90,909	90,909	0.47
6.	Gold Circle Venture Partners LLP	i. Siddharth Shekhar Raison <sup>^</sup> ii. SGR Ventures Private Limited <sup>^</sup>	0	0	90,909	90,909	0.47
7.	Mr. Krishnam Chirimar	Not Applicable	0	0	90,909	90,909	0.47
8.	Mr. Lalit Agrawal	Not Applicable	0	0	90,909	90,909	0.47
9.	Ms. Palak Sanjay Agarwal	Not Applicable	9,000	0.05	45,455	54,455	0.28
10.	Mr. Pratham Prasoon	Not Applicable	0	0	90,909	90,909	0.47
11.	Siddharth Harshad Parikh (HUF) (Mr. Siddharth Harshad Parikh - Karta)	Mr. Siddharth Harshad Parikh (Karta of Siddharth Harshad Parikh – HUF) <sup>§</sup>	0	0	68,182	68,182	0.35
12.	Ms. Vedika Bharat Shinde	Not Applicable	0	0	18,182	18,182	0.09

**Notes:**

1. *^Mr. Siddharth Shekhar Raisonni and SGR Ventures Private Limited are the Partners of Gold Circle Ventures Partners LLP (one of the proposed allottees) whereas, as informed, Ms. Shobha Raisonni is the Ultimate Beneficial Owner of SGR Ventures Private Limited, one of the partners of the said LLP.*
2. *^Mr. Siddharth Harshad Parikh (Karta) of Siddharth Harshad Parikh (HUF) does not hold any shares in his individual capacity.*
3. *The details of the natural persons are given only for the purpose to know natural persons. However, the aforesaid proposed allottee(s) will be the holders of the Warrants / Equity Shares that may be allotted by the Company.*
4. *The Pre-preferential Shareholding is as on July 01, 2026.*
5. *There will be no change in control consequent to the present preferential issue of Warrants.*

**P. Lock-in Requirement:**

Warrants / resultant Equity Shares, including the existing pre-preferential shareholding of the proposed allottees, shall be under lock-in as per the applicable provisions of the ICDR Regulations.

The Equity Shares as would be allotted pursuant to exercise of options attached to Warrants to the Promoter, shall be locked-in for a period of 18 (Eighteen) months from the date of trading approval granted for the said Equity Shares allotted pursuant to exercise of the option attached to Warrant.

However, not more than 20% (Twenty Percent) of the total paid-up capital of the Company shall be locked-in for 18 (Eighteen) months from the date of trading approval and the Equity Shares allotted in excess of the 20% (Twenty Percent) shall be locked-in for 6 (Six) months from the date of trading approval pursuant to exercise of options or otherwise, as the case may be.

Furthermore, Warrants which will not be listed on stock exchanges and as allotted to the Promoter, shall be locked in for a period of 1 (One) year from the date of allotment.

As far as Non-Promoter Category is concerned, the Equity Shares as would be allotted pursuant to exercise of options attached to Warrants shall be locked-in for a period of 6 (Six) months from the date of trading approval granted for the said Equity Shares allotted pursuant to exercise of the option attached to the Warrant. However, Warrants which will not be listed on Stock Exchanges and as allotted to the Non-Promoter Category shall be locked in for a period of 1 (One) year from the date of allotment.

Further, if the amount payable by the allottee, in case of re-calculation of price under sub-regulation (3) of Regulation 164 is not paid till the expiry of lock-in period, the equity shares shall continue to be locked-in till such amount is paid by the allottee.

Furthermore, the entire pre-preferential allotment shareholding of the allottees in both the categories, if any, shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of allotment of such securities.

**Q. Undertaking:**

Neither the Company nor its Directors or Promoters have been declared as a wilful defaulter or a fraudulent borrower as defined under the ICDR Regulations.

As per the information available with the Company and confirmed by the Directors / Promoter / KMP, none of the Directors or Promoters who are proposed to be allotted warrants / Equity Shareholders in terms of this Notice, are fugitive economic offenders as defined under the ICDR Regulations.

The Company is eligible to make the Preferential Issue to its Promoter and Non-Promoter Category under Chapter V of the ICDR Regulations.

In terms of ICDR Regulations, the Company shall re-compute the price of the Warrants / resultant Equity Shares, in terms of the provision of the ICDR Regulations, where it is required to do so and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee(s).

The Company is and post preferential issue would be, in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges, where the Equity Shares of the issuer are listed, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.

#### **R. Practicing Company Secretary's Certificate:**

The certificate from CS Atul Kumar Labh, Practicing Company Secretary (Peer Reviewed) (Membership No. F-4848 and CP No. 3238) certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the ICDR Regulations, shall be available for inspection on the website of the Company at <https://www.khadims.com/pages/preferential-issue> from the date of circulation of this Notice upto Saturday, August 01, 2026 (date of EGM).

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the Warrants to persons belonging to the Promoter and Non-Promoter Category, is being sought by way of a "Special Resolution" as set out in the said Item No. 1 of the Notice.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item no.1 of the accompanying Notice for approval of the Members of the Company.

Mr. Siddhartha Roy Burman, Executive Chairman of the Company and one of the proposed allottee, Mr. Rittick Roy Burman, Managing Director and son of Mr. Siddhartha Roy Burman, Executive Chairman; and Mr. Ritoban Roy Burman, Non-Executive Non-Independent Director and son of Mr. Siddhartha Roy Burman, Executive Chairman and his / their relatives are interested in the Special Resolution as Directors and Shareholders of the Company, as the case may be. Apart from that, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 1 of this Notice.

#### **Item No. 2**

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, 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 with effect from July 02, 2026.

Based on the skills, knowledge, competence, expertise and other relevant factors, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Mr. Sekhar Bhattacharjee would be beneficial to the Company.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of independent directors requires approval of the Members. Further, as per Regulation 17(1C) of the Listing Regulations, approval of shareholders for appointment or re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, and as per Regulation 25(2A) of the Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Mr. Sekhar Bhattacharjee as an Independent Director requires approval of the Members by passing a special resolution.

In consideration of the above, the resolution seeks approval of the Members by way of a special resolution for appointment of Mr. Sekhar Bhattacharjee as an Independent Director of the Company for an initial 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 Act and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof] and his office shall not be liable to retire by rotation.

In the opinion of the Board, Mr. Sekhar Bhattacharjee is a person of integrity and is independent of the Management of the Company. Further, he is eligible and not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act. He has consented to act as an "Independent Director" of the Company and the Company has also received a declaration from him that he meets with the criteria of

independence as prescribed under Section 149(6) of the Act read with Schedule IV to the Act and relevant Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a Notice under Section 160 of the Act, from a Member proposing the appointment of Mr. Sekhar Bhattacharjee as Non-Executive Independent Director of the Company, liable to retire by rotation.

Mr. Sekhar Bhattacharjee has also confirmed that he is not debarred from holding the office of Director pursuant to any Order issued by SEBI or any other authority. He has further confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

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

The brief profile of Mr. Sekhar Bhattacharjee as per the requirements of the Act and the rules made thereunder, the Listing Regulations and the Secretarial Standard on General Meeting ("SS-2") are given in **Annexure - II**, which forms part of the notes to the Notice.

All relevant documents concerning appointment of Mr. Sekhar Bhattacharjee as an Independent Director shall be open for inspection without any fee by the Members from the date of circulation of this Notice up to the day of EGM i.e., Saturday, August 01, 2026.

Save and except Mr. Sekhar Bhattacharjee and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise.

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

By Order of the Board of Directors

**For Khadim India Limited**

**Sd/-**

**Abhijit Dan**

**Group Company Secretary & Head - Legal**

Membership No.: A21358

Date: July 09, 2026

Place: Kolkata

**INFORMATION ON DIRECTORS SEEKING APPOINTMENT AT THE FORTHCOMING EGM**

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

Sl. No.	Particulars	(Item No. 3)
1.	<b>Name of the Director</b>	<b>Mr. Sekhar Bhattacharjee</b>
2.	DIN	05125932
3.	Date of Birth	March 16, 1964
4.	Age	62 Years
5.	Nationality	Indian
6.	Qualifications	Associate Member of Institute of Company Secretaries of India ('ICSI') and also holds a Bachelor degree in Science [ECO (H)].
7.	Profile, experience and expertise in specific functional areas	<p>Mr. Sekhar Bhattacharjee is having professional experience of more than 35 years in the field of Compliance, Governance and Legal with Multinational and Large Corporate Houses.</p> <p>During his career, he has handled various mergers &amp; amalgamations, IPOs, Rights Issue, Private Placement of shares apart from critical activities like forensic audit by lenders, management audit, SEBI investigation, Stock Exchange investigation, DRI enquiry, CBI enquiry, Enforcement Directorate summons, etc.</p> <p>He was previously associated with Tractors India group, ABB and ALSTOM groups.</p> <p>He has been engaged in providing corporate training on contract negotiation with special emphasis on project contracts.</p>
8.	Date of first appointment on the Board	July 02, 2026
9.	Shareholding in the Company (including shareholding as a beneficial owner)	NIL
10.	Relationship with other Directors, Manager or with KMPs	None
11.	Number of meetings attended during the financial year 2025-26	Not Applicable
12.	List of outside Directorships held in other Public Companies (excluding foreign Companies and Companies under Section 8 of the Companies Act, 2013)	WEBFIL 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 Chairman of Audit Committee and Member of Stakeholders Relationship Committee of WEBFIL Limited
15.	Terms and conditions of Appointment	As per the resolution (Item No. 2) of the Notice convening this Meeting read with Explanatory Statements thereto, Mr. Sekhar Bhattacharjee is proposed to be appointed as an Independent Director of the Company, not liable to retire by rotation, for an initial period of 5 (Five) years with effect from July 02, 2026.
16.	Remuneration proposed to be paid	Mr. Sekhar Bhattacharjee shall be eligible for the following: <ul style="list-style-type: none"> <li>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;</li> <li>b. Reimbursement of expenses for participation in the Board and other meetings; and</li> <li>c. Commission as may be approved by the Members</li> </ul>
17.	Remuneration last drawn by such person, if applicable (As per last audited balance sheet dated March 31, 2026)	Not Applicable
18.	Skills & capabilities required for the role and the manner in which the proposed person meets such requirement	Compliance, Governance and Legal

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

**INSTRUCTIONS FOR MEMBERS TO ATTEND THE EGM THROUGH VC / OAVM:**

1. Member will be provided with a facility to attend the EGM through VC / OAVM through the NSDL e-Voting system. Members may access the same by following the instructions mentioned in Annexure -IV to this Notice. After successful login, you can see link of “VC / OAVM link” placed 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 the 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 EGM, can contact Ms. Pallavi Mhatre, DVP, 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 EGM and also vote through remote e-Voting or e-Voting during the EGM.
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 Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
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.

**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 EGM 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	<p><b>1. OTP based Login:</b></p> <p>For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.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.</p> <p><b>2. Users registered for NSDL IDeAS facility:</b></p> <p>Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.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 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><b>3. Users not registered for NSDL IDeAS facility:</b></p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p>

	<p><b>4. 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><b>5. 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> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">   </div> <div style="text-align: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p><b>1. 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="https://www.cdslindia.com">https://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><b>2.</b> 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><b>3. 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="https://www.cdslindia.com">https://www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p><b>4.</b> 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="https://www.cdslindia.com">https://www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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.

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	<p>EVEN Number followed by Folio Number registered with the Company.</p> <p>For example, if folio number is 001*** and EVEN is 140189 then user ID is 140189001***</p>
----	---	--

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](http://www.evoting.nsdl.com).
  - b) Click on **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number / folio number, your PAN, your name, your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes 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.
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 EGM:**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members who will be present in the EGM 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 EGM.
3. Members who have voted through remote e-Voting before the EGM will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM 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.
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, DVP, 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., Saturday, July 25, 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., Saturday, July 25, 2026 only shall be

entitled to avail the facility of remote e-Voting as well as voting at the EGM through electronic means. A person who is not a Member as on the cut-off date, i.e., Saturday, July 25, 2026 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 EGM and holding shares as on the cut-off date i.e., Saturday, July 25, 2026 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 [investor.helpdesk@in.mpms.mufg.com](mailto: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**” or “**Physical User Reset Password**” option available on <https://www.evoting.nsdl.com> or call on 022 4886 7000.
7. 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., Saturday, July 25, 2026 may follow steps mentioned above under Step 1: “Access to NSDL e-Voting system”.
8. 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:investor.helpdesk@in.mpms.mufg.com">investor.helpdesk@in.mpms.mufg.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.