

**COMPLIANCE REPORT**

It is hereby certified that the draft Scheme of Arrangement between Khadim India Limited ('the Company' or the 'Demerged Company' or 'KIL'), KSR Footwear Limited ('KFL' or the 'Resulting Company') and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013 ('Scheme'), does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') and SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, as amended ('SEBI Circular'), including the following:

Sl. No.	Reference	Particulars	Whether complied or not
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
<b>Requirements of the SEBI circular</b>			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for Scheme of Arrangement involving unlisted entities	Complied Information pertaining to the unlisted entity involved in the Scheme will be provided, in the explanatory statement, as per the format prescribed
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied Share Entitlement Ratio report dated September 29, 2023 as issued by Mr. Vikram Kumar Singh, the Registered Valuer, is enclosed as part of this application
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(9) [With respect to format, should be read as Para (I)(A)(10)]	Provision of approval of public shareholders through e-voting	Provisions of Part I - Paragraph (A)(10)(b) of SEBI Circular are not applicable. In this regard, certificate from Statutory Auditors of the Demerged Company is enclosed as part of this application.  The Demerged Company will comply with the provisions of e-voting as per the Companies Act, 2013 and LODR Regulations as amended from time to time.

**For Khadim India Limited**


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



**Siddhartha Roy Burman**  
Chairman & Managing Director  
DIN: 00043715



Certified that the transactions / accounting treatment provided in the draft Scheme of Arrangement involving Khadim India Limited ('the Company' or the '**Demerged Company**' or 'KIL'), KSR Footwear Limited ('KFL' or the '**Resulting Company**') and their respective shareholders and creditors ('**Scheme**') under Sections 230-232 and other applicable provisions of the Companies Act, 2013, are in compliance with all the Accounting Standards applicable to a listed entity.

For Khadim India Limited

  
Indrajit Chaudhuri  
Chief Financial Officer  
ICAI Membership No. F61162

  
Siddhartha Roy Burman  
Chairman & Managing Director  
DIN: 00043715

Date: October 19, 2023

Place: Kolkata

