

# NOTICE

**NOTICE** is hereby given that the 38th (Thirty - Eighth) Annual General Meeting ('AGM') of the members of Khadim India Limited ("the Company") will be held on Thursday, August 08, 2019 at 11:30 a.m. at "Kala Kunj" (within the premises of Kala Mandir), 48, Shakespeare Sarani, Kolkata - 700017 to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of ₹ 1/- per Equity Share of face value of ₹ 10/- each for the financial year ended March 31, 2019.
3. To appoint a Director in place of Ms. Namrata Ashok Chotrani (DIN: 00390845), who retires by rotation and being eligible, offers herself for re-appointment.

## SPECIAL BUSINESS:

4. Re-appointment of Mr. Siddhartha Roy Burman (DIN: 00043715) as Chairman & Managing Director of the Company for a period of 5 years

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such consents and permissions, as may be required, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Siddhartha Roy Burman (DIN: 00043715), as the Chairman & Managing Director (also as "Whole-time Key Managerial Personnel") [or such other designation which the Board may determine and deem fit to give in case of any amendment in the applicable SEBI regulations in this regard] of the Company, for a further period of 5 (Five) years with effect from 1st April, 2019 till 31st March, 2024 (both days inclusive) at such remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment) and on such terms and conditions as set out in the explanatory statement annexed hereto with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the said re-appointment in accordance with the provisions of the Act and as may be agreed to between the Board of Directors and Mr. Siddhartha Roy Burman".

**By Order of the Board of Directors**

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

Date: May 17, 2019  
Place: Kolkata

## NOTICE

### NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, in respect of the Special Business to be transacted at the meeting is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**

In terms of Section 105 of the Companies Act, 2013 and Rules framed thereunder, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

3. The information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, relating to the re-appointment of Ms. Namrata Ashok Chotrani and Mr. Siddhartha Roy Burman at the AGM, is enclosed herewith and marked as Annexure-I.
4. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the AGM.
5. All Statutory Registers and relevant documents referred to in the accompanying Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is open for inspection by the members at the Registered Office of the Company on all working days except Saturday, Sunday and public holidays, between 11.00 a.m. and 1.00 p.m. up to date of AGM and also at the Meeting.
6. 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, Circulars etc. from the Company electronically.
7. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer books of the Company will remain closed from Friday, August 02, 2019 till Thursday, August 08, 2019 (inclusive of both days).
8. Members are requested to quote the ledger folio / DP ID in all communication with the Company.
9. Members / Proxies are requested to carry their copies of the Notice, Annual Report and duly filled in Attendance Slip at the Meeting. Extra copies of the Annual Report will not be available at the meeting.
10. Members desirous of making a nomination in respect of their shareholding, under Section 72 of the Companies Act, 2013 are requested to send their request to the Company Secretary's Department in the prescribed form.
11. Members are requested to:
  - a) intimate to the Company Secretary's Department or Company's Registrar and Transfer Agent, Link Intime (India) Private Limited, changes, if any, in their registered addresses at an early date, along with self-attested copy of address proof i.e. Aadhar Card / electricity bill / telephone bill / driving license / passport / bank passbook particulars in case of Shares held in physical form;
  - b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, along with self-attested copy of address proof i.e. Aadhar Card / electricity bill / telephone bill / driving license / passport / bank passbook particulars in case of Shares held in dematerialized form.

## NOTICE

12. A Route Map showing directions to reach to the venue of the AGM of the Company is given at the end of this Notice as per the requirement of the Secretarial Standard on General Meetings.
13. Any Member desirous of receiving any information on the Financial Statements or Operations of the Company is requested to forward his / her queries to the Company at least seven working days prior to the AGM, so that the required information can be made available at the AGM.
14. Dividend on Equity shares, as recommended by the Board of Directors of the Company, for the financial year ended March 31, 2019, if declared, at the AGM, will be paid to:
  - i) Those Members whose names shall appear in the Register of Members of the Company, at the end of business hours on Thursday, August 01, 2019.
  - ii) Those Beneficial owners entitled thereto, in respect of shares held in electronic mode, whose names shall appear in the statements of beneficial ownership furnished by respective Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the end of business hours on Thursday, August 01, 2019.
15. As per Regulation 12 of the Listing Regulations read with Schedule - I to the said Regulations, it is mandatory for all the Companies to use bank details furnished by the investors for distributing dividends, interests, redemption or repayment amounts to them through National / Regional / Local Electronic Clearing Services (ECS) or Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT), National Automated Clearing House (NACH) wherever ECS / RTGS / NEFT / NACH and bank details are available. In the absence of electronic facility, Companies are required to mandatorily print bank details of the investors on 'payable-at-par' warrants, cheques or demand draft for distribution of Dividends or other cash benefits to the investors. In addition to that, if bank details of investors are not available, Companies shall mandatorily print the address of the investor on such payment instruments.

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

16. Members are requested to note that, 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 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.
17. Notice of the AGM along with the Annual Report is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report will also be available on the website of the Company and on the website of NSDL.
18. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent in this regard.
19. **VOTING THROUGH ELECTRONIC MEANS**
  - i) As per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to facilitate its Members to transact business at the AGM of the Company by voting through electronic means. For this, the Company has engaged the services of NSDL having office at Trade World, A wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, to provide remote e-voting services and voting at the AGM venue through electronic voting system to the members, who are holding the shares as on the cut-off date.
  - ii) The facility for voting through electronic means shall be made available at the AGM venue and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at 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.

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iii) The remote e-voting period commences at 9:00 a.m. on Monday, August 05, 2019 and ends at 5:00 p. m. on Wednesday, August 07, 2019. During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date i.e., Thursday, August 01, 2019 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.

iv) **INSTRUCTIONS FOR E-VOTING:**

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

Step 1: Log-in to NSDL e-Voting system

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

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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 will be as per details given below :

- a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
- b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
- c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).

5. Your password details 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, your ‘initial password’ is communicated to you on your postal address.

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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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address.
  - 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 on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
  2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
  3. Select “EVEN” of the Company.
  4. Now you are ready for e-Voting as the Voting page opens.
  5. 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.
  6. Upon confirmation, the message “Vote cast successfully” will be displayed.
  7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- v) **General Guidelines for shareholders:**
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature 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.co.in](mailto:evoting@nsdl.co.in).
  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 toll free no.: 1800-222-990 or contact Mr. Supratim Mitra, Asst. Vice President / Ms. Pallavi Mhatre, Manager, NSDL, at telephone nos. 033 -2290 4246 / 022 - 2499 4545 or at e-mail id: [supratimm@nsdl.co.in](mailto:supratimm@nsdl.co.in) / [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or alternatively at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  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, August 01, 2019.

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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, August 01, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through electronic means.
6. Any person, 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, August 01, 2019 may obtain the login User Id and password / PIN by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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.
7. In order to scrutinize the e-voting process in a fair and transparent manner Mr. A.K. Labh, Practicing Company Secretary (FCS-4848/CP-3238), from M/s. A.K. Labh & Co., Company Secretaries having office at 40, Weston Street, 3rd Floor, Kolkata - 700 013, has been appointed by the Board of Directors of the Company as the Scrutinizer.
8. The Chairman at the AGM shall allow voting, with the assistance of Scrutinizer, by use of electronic means for all those Members who are present at the AGM and did not cast their votes by availing the remote e-voting facility.
9. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through electronic voting system provided at the AGM venue and remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, within 48 hours of conclusion of the AGM, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith. The resolution(s) shall be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.
10. The results declared along with the scrutinizer's report shall be placed on the website of the Company i.e., [www.khadims.com](http://www.khadims.com) and on the website of NSDL immediately after the results are declared by the Chairman or a person authorised by him in writing. The same shall be communicated by the Company to the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited.

## NOTICE

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

#### Item No. 4

The members of the Company had appointed Mr. Siddhartha Roy Burman as the Chairman & Managing Director of the Company for a period of three years up to March 31, 2019.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Siddhartha Roy Burman, Chairman & Managing Director, post completion of his term, for a further period of five years.

Mr. Siddhartha Roy Burman is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and Rules made there under ("the Act") and has given his consent to act as Chairman & Managing Director of the Company. Mr. Siddhartha Roy Burman satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

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

#### Remuneration

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

##### I. Salary

₹ 22,50,000/- (Rupees Twenty Two Lakh Fifty Thousand Only) per month with an annual increment up to 20% on the last drawn basic salary.

##### II. Performance Linked Incentive & Commission

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

##### III. Perquisites

In addition to the salary and incentives mentioned above, the following perquisites would be provided.

###### i) Car:

One Company owned and maintained, chauffeur driven car.

###### ii) Medical Facilities:

###### a) Routine and Domiciliary Expenses

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

###### b) Hospitalization Expenses

To be borne by the Company, in India and abroad.

###### iii) Assets Provided by the Company:

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

###### iv) Telephone Facility at Residence

Company would maintain one telephone connection at the residence of Mr. Siddhartha Roy Burman for official use only.

###### v) Leave Travel Compensation for self and family

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

## NOTICE

### IV. Retiral Benefits

#### i) Gratuity:

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

#### ii) Provident Fund:

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

#### iii) Earned / Privilege leave

As per Company Rules.

#### iv) Leave Encashment:

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

#### v) The emoluments and benefits shall be subject to taxes as may be applicable. The Board or its constituted Committee may review from time to time the above remuneration subject however to the approval of the Members of the Company.

#### Minimum Remuneration

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Siddhartha Roy Burman shall be entitled to receive such minimum remuneration as specified above, subject to the applicable provisions of the Companies Act, 2013 read with rules made thereunder also read with the terms of Schedule V thereto as applicable. Such minimum remuneration can be payable during the period of 3 years from the date of his appointment in case of loss or inadequacy of profit.

#### Sitting Fees

Mr. Siddhartha Roy Burman shall not be entitled to receive any sitting fees from the Company for attending meetings of the Board of Directors or any committee thereof during the tenure of this agreement.

The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

### I. General Information

#### 1. Nature of Industry:

Footwear Manufacturing, Retailing and wholesaling.

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

Not Applicable, the Company is an existing Company.

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

Not Applicable.

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

Please refer audited accounts for the financial year ended March 31, 2019.

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

No such investment or collaboration yet.



## NOTICE

### II. Information about the appointee:

Particulars	Mr. Siddhartha Roy Burman
Background Details	Mr. Siddhartha Roy Burman is a Promoter, Chairman & Managing Director of the Company. He holds bachelor's degree in Commerce from the University of Calcutta. He is responsible for the overall strategic decision making of the Company and provides leadership to all operations. Under his leadership and guidance, the Company completed its maiden Initial Public Offering (IPO) and Equity shares were listed on BSE and NSE on November 14, 2017. He has been associated with the Company since incorporation and was appointed as the Managing Director with effect from April 01, 2005 and subsequently on November 26, 2012. He has 36 years of experience in all segments of Footwear Industry. His expertise include streamlining of operations, processes, HR initiatives and most importantly Brand building. He has great contribution in developing the manufacturing division of the Company.
Past Remuneration	₹ 31.08 million for the financial year ended March 31, 2019.
Recognition and Award	Under the Leadership of Mr. Siddhartha Roy Burman, the Company ranked 1st in Footwear Retail as "India's most attractive Brands 2013" based on a study conducted on Top 500 Brands in India by Trust Research Advisory Private Limited and also ranked 200 as most attractive Brand in the Country based on the said study. Further, based on the said study the Company ranked 26th as most attractive brands in eastern India. The Company has won "The Economic Times CHAMPIONS of Rural Market" award in 2018.
Job profile and his suitability	Overall Management of the Company.  Being the Key Driver of the business of the Company, Mr. Siddhartha Roy Burman is the most suitable person to continue as such.
Remuneration proposed	As mentioned above
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin	The proposed remuneration commensurate with respect to Industry and on account of the rich experience of the appointee in the Footwear Industry.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:	No Pecuniary relationship with the Company except the Contractual payments mentioned above and also whatever to be disclosed in the Notes to the Audited Financial Statements of the Company for the financial year ended on March 31, 2019 under the head Related Party Disclosure.  He is father of Mr. Ritoban Roy Burman, Non-Executive Director.

## NOTICE

### III. Other Information

a. Reasons for loss or inadequate profits:

Though the Company is achieving profits, but the same could be considered as inadequate and considering the abilities and rich experience of Mr. Siddhartha Roy Burman, it would be required to compensate him adequately.

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

The Company is diversifying its activities besides improving Capacity utilization to the optimum level for all its plants for attaining economies of scale. The Company's Management is placing strategies with strong marketing team, for improved performance.

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

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

In accordance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the said Act, the proposed re-appointment and the terms of remuneration payable to Mr. Siddhartha Roy Burman require approval of the members by passing a Special Resolution.

The Board recommends the resolution set out at Item No. 4, for approval of the shareholders.

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

The brief profile of Mr. Siddhartha Roy Burman as per the requirements of the Act and the Listing Regulations and the rules made thereunder and the Secretarial Standard on General Meetings is given in Annexure-I, which forms part of the notes to the Notice.

**By Order of the Board of Directors**

**Abhijit Dan**

Company Secretary & Head - Legal  
Membership No.: A21358

Date: May 17, 2019  
Place: Kolkata

## NOTICE

### Annexure – I

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

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

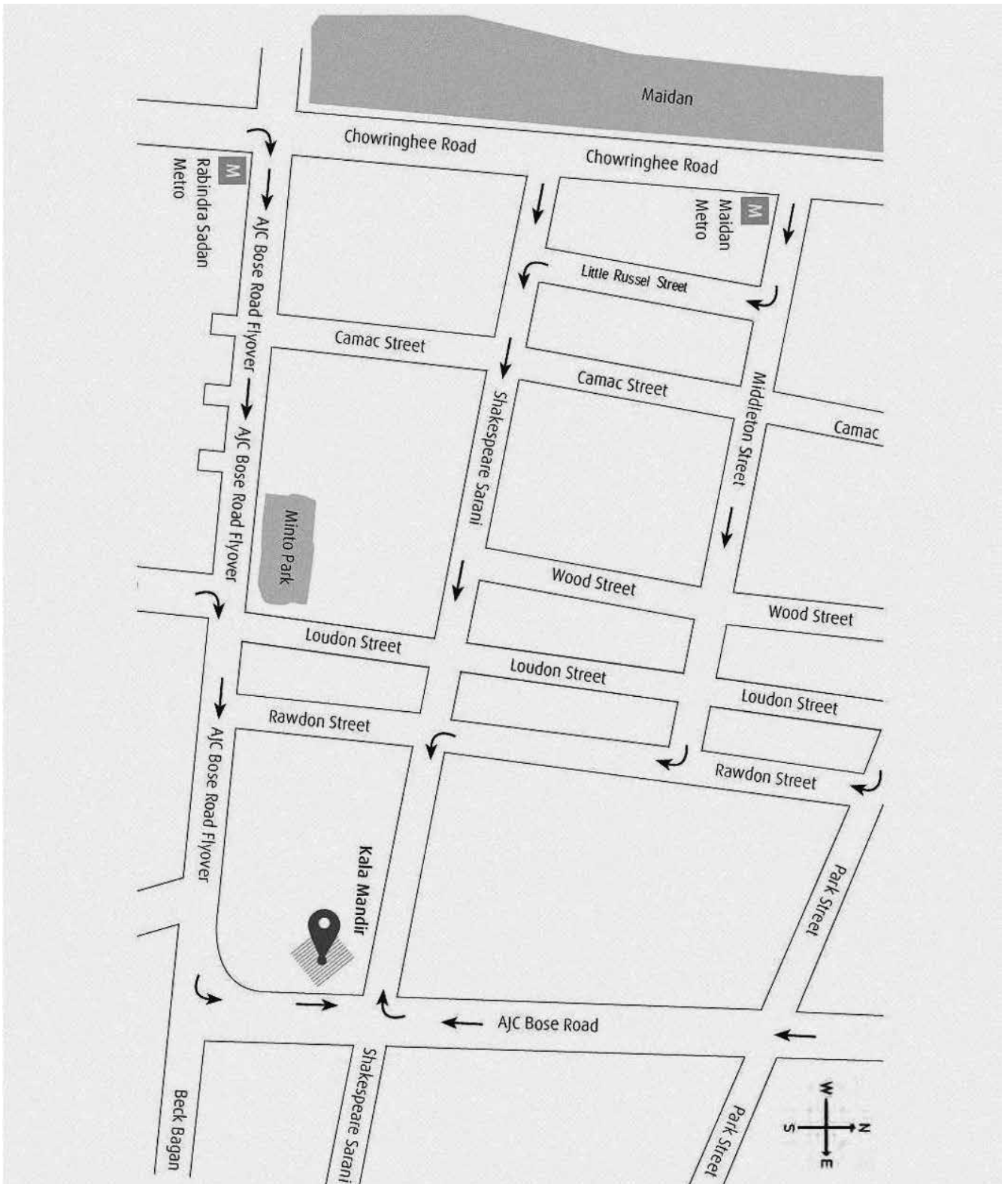
Name of the Director	Ms. Namrata Ashok Chotrani (DIN: 00390845)	Mr. Siddhartha Roy Burman (DIN: 00043715 )
Date of Birth	26/09/1985	19/11/1961
Age	33 years	57 Years
Qualifications	B.com from H.R. College of Commerce & Economics, Mumbai and MBA from INSEAD.	Bachelor's degree in Commerce from the University of Calcutta.
Experience and expertise in Specific Functional Areas	Ms. Namrata Ashok Chotrani has an overall experience of 11 years in Tax, Private Equity and Mergers.	Mr. Siddhartha Roy Burman has an overall experience of 36 years in all segments of Footwear Industry. His expertise include streamlining of operations, processes, HR initiatives and most importantly Brand building. He has great contribution in developing the manufacturing division of the Company.
Date of first appointment on the Board	14/12/2017	01/04/2005
Shareholding in the Company	NIL	8.12 % (14,59,149 equity shares)
Relationship with other Directors or with KMP	None	Father of Mr. Ritoban Roy Burman, Director (Non –Executive, Non - Independent)
Number of meetings attended during financial year 2018-19	Number of Meetings held: 5 Number of Meetings attended: 5	No. of Meetings held: 5 No. of Meetings attended: 5
List of outside Directorships held in other Public Companies (excluding foreign Companies and Companies under Section 8 of the Companies Act, 2013)	None	None
Chairman / Member of the Committees of Board of Directors of other Companies in which he / she is a Director #	None	None
Terms and conditions of Appointment or Re-appointment	Ms. Namrata Chotrani who was appointed as non - executive, non – Independent Director with effect from December 14, 2017 and whose appointment had been confirmed at the Annual General Meeting held on September 06, 2018, is liable to retire by rotation.	As per the resolution at item no. 4 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Siddhartha Roy Burman is proposed to be re-appointed as Chairman & Managing Director.
Remuneration proposed to be paid	She is entitled to Commission, if any and Sitting fees for attending meetings of the Board and Committees in which she is a Member / Chairperson as may be decided by the Board.	He is entitled to Remuneration as per terms as set out in the explanatory statement annexed hereto and the Agreement dated April 01, 2019.
Remuneration last drawn by such person, if applicable (As per last audited balance sheet dated 31st March, 2019)	₹ 0.36 million	₹ 31.08 million

#Includes only Audit Committee and Stakeholders' Relationship Committee

# NOTICE

## ROUTE MAP TO THE AGM VENUE

'Kala Kunj' (within the premises of Kala Mandir), 48, Shakespeare Sarani, Kolkata - 700 017, West Bengal





FORM NO. MGT-11
Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

KHADIM INDIA LIMITED

Regd. Office: "Kankaria Estate", 5th floor, 6, Little Russell Street, Kolkata-700071
Phone: +91 33 40090501 | Fax: +91 33 40090500 | Website: www.khadims.com | CIN: L19129WB1981PLC034337

Name of the member(s): E-mail Id :
Registered Address:
Folio No. / Client Id: DP ID:

I / We, being the holder of \_\_\_\_\_ Equity Share(s) of the above named Company, hereby appoint:

Name:
Address:
E-mail Id: Signature: or failing him

Name:
Address:
E-mail Id: Signature: or failing him

Name:
Address:
E-mail Id: Signature:

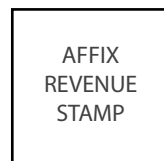
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 38th Annual General Meeting of the Company, to be held on Thursday, the 8th day of August, 2019 at 11:30 a.m. at 'Kala Kunj' (within the premises of Kala Mandir), 48, Shakespeare Sarani, Kolkata - 700017, West Bengal, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Table with 2 columns: Sl. No., Resolution. Rows include Ordinary Business (Adoption of Audited Financial Statements, Declaration of Dividend) and Special Business (Re-appointment of Mr. Siddhartha Roy Burman).

Signed this \_\_\_ day of \_\_\_\_, 2019

Signature of the shareholder

Signature of the Proxy Holder(s)



NOTES:

- 1. The form should be signed across the stamp as per specimen signature registered with the Company.
2. This form of proxy in order to be effective should be duly completed and deposited at least 48 hours before the commencement of the meeting at the registered office of the Company.
3. The Proxyholder may vote either for or against each resolution in the Meeting, provided that he / she or the Member(s) has / have not cast the vote through remote e-voting facility.



## KHADIM INDIA LIMITED

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### ATTENDANCE SLIP

38<sup>th</sup> Annual General Meeting

I / We hereby record my / our presence at the 38<sup>th</sup> Annual General Meeting of the Company being held on Thursday, August 08, 2019 at 11:30 a.m at 'Kala Kunj' (within the premises of Kala Mandir), 48, Shakespeare Sarani, Kolkata - 700017, West Bengal.

Serial No.:

Registered Folio No. / DP ID / Client ID

Name and Address of the Shareholder (in BLOCK LETTER)

Joint Holder(s)

No. of Shares held

Name of the Proxy / Authorised Representative, if any

Signature of Member(s) / Proxy / Authorised Representative

**Note:** Please fill up this attendance slip and hand it over at the attendance verification counter at the entrance of meeting hall.



### E- VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD
111012		