

NOTICE

NOTICE is hereby given that the 37th (Thirty-seventh) Annual General Meeting ('AGM') of the members of Khadim India Limited ("the Company") will be held on **Thursday, 6th day of September, 2018 at 11:30 A.M. at 'KALAMANDIR' 48, Shakespeare Sarani, Kolkata - 700017** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, 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, 2018.
3. To appoint a Director in place of Mr. Siddhartha Roy Burman (DIN: 00043715), who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.: 302009E) as the Statutory Auditors of the Company for a second term of 5 (Five) consecutive years and in this regard to consider and if thought fit, to pass the following resolution, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendations of the Audit Committee and the Board of Directors, M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.: 302009E), the retiring Statutory Auditors of the Company, be and are hereby re-appointed as Statutory Auditors of the Company for a second term of 5 (Five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 42nd Annual General Meeting to be held in the year 2023, at such remuneration and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

5. **Appointment of Mr. Ritoban Roy Burman (DIN: 08020765) as a Director (Non-Executive, Non-Independent) of the Company**

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Ritoban Roy Burman (DIN: 08020765) who was

appointed as Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from December 14, 2017 and holds office up to the date of this Annual General Meeting of the Company be and is hereby appointed as Non-Executive, Non-Independent Director of the Company, liable to retire by rotation."

6. **Appointment of Ms. Namrata Ashok Chotrani (DIN: 00390845) as a Director (Non Executive, Non-Independent) of the Company.**

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Namrata Ashok Chotrani (DIN:00390845), who was appointed as Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from December 14, 2017 and holds office up to the date of this Annual General Meeting of the Company be and is hereby appointed as Non-Executive, Non-Independent Director of the Company, liable to retire by rotation."

7. **Appointment of Mr. Alok Chauthmal Churiwala (DIN: 02043221) as an Independent Director.**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Act and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Alok Chauthmal Churiwala (DIN: 02043221), who was appointed as an Additional (Non-Executive, Independent) Director of the Company by the Board of Directors with effect from May 11, 2018 be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for an initial term of 5 consecutive years i.e., from May 11, 2018 up to May 10, 2023. "

8. **Payment of Commission to Non-Executive Directors of the Company**

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

"RESOLVED THAT in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder read with Schedule V to the Act and Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

including any statutory modification(s) or re-enactment(s) thereof, the Articles of Association of the Company and subject to all applicable approval(s) as may be required, the consent of the Members of the Company be and is hereby accorded for payment of commission of ₹ 1,00,000/- (Rupees One Lakh Only) to each of the Non - Executive Directors of the Company for the financial year ended March 31, 2018."

9. **Payment of Commission to Mr. Siddhartha Roy Burman (DIN: 00043715) Chairman & Managing Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder read with Schedule V to the Act and subject to such other statutory approval(s), if any, the consent of the members of the Company be and is hereby accorded for payment of commission @ 0.50% of the net profit for the Financial Year ended March 31, 2018 to Mr. Siddhartha Roy Burman, Chairman & Managing Director of the Company in addition to the remuneration paid / payable to him in accordance with the terms of the Agreement dated 1st April, 2016, executed between Mr. Roy Burman and the Company."

10. **Ratification of Khadim Employee Stock Option Plan 2017 ("ESOP 2017"/"Plan")**

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association, and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the "SBEB Regulations") (including any statutory modification(s) or re-enactment of the Act or the SBEB Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, 'Khadim Employee Stock Option Plan 2017' ("ESOP 2017"/"Plan") as approved by the Company, to create, issue offer and grant from time to time not exceeding 1,86,465 (One Lakh Eighty Six Thousand Four Hundred Sixty Five Only) Employee Stock Options in one or more tranches to the permanent employees, existing and future, including the Directors (but excluding the Independent Directors) of the Company whether in or outside India, as may be decided solely by the Board under the Plan, exercisable into not more than 1,86,465 (One Lakh Eighty-six Thousand Four Hundred and Sixty Five Only) fully paid-up Equity Shares of the Company in aggregate, of face value of ₹ 10/- each, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions

of the Plan and in due compliance with the applicable rules and regulations and as approved by the Company prior to its Initial Public Offer (IPO) in its Extraordinary General Meeting held on June 17, 2017, be and is hereby ratified within the meaning of Regulation 12 of SBEB Regulations."

RESOLVED FURTHER THAT the number of Employee Stock Options that may be granted to any single employee including any Director, in any financial year and in aggregate under the ESOP 2017 shall not exceed 21,003 (Twenty One Thousand and Three Only) Options.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot Equity Shares and transfer Equity Shares to the eligible employees and Directors of the Company upon exercise of Options from time to time in accordance with ESOP 2017.

RESOLVED FURTHER THAT the Equity Shares to be allotted and issued by the Company shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Equity Shares are required to be issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of Equity Shares as approved above shall be deemed to increase to the extent of such additional Equity Shares issued.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted/transferred and the exercise price payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of ₹ 10/- per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2017 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2017 and do all other things incidental and ancillary thereof".

NOTICE

Continued

11. Ratification for Grant of Employee Stock Options to the employees of the existing / future Subsidiary Company(ies) and / or Holding Company(ies) under ESOP 2017

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

“RESOLVED THAT pursuant to the provisions of Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any authorized Committee including Compensation Committee, which Board may constitute to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time such number of Employee Stock Options to the permanent employees, existing and future, including the Directors (but excluding the Independent Directors) of any existing and future Subsidiary Company(ies) and / or Holding Company(ies) of the Company whether in or outside India, as may be decided solely by the Board under the Plan (“ESOP 2017”/“Plan”) within the ceiling of Options approved therein, exercisable into same number of fully paid-up equity shares of the Company of face value of ₹ 10/- each in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations and as approved by the Company prior to Initial Public Offering (IPO) in its Extra-Ordinary General Meeting held on June 17, 2017 be and is hereby ratified within the meaning of Regulation 12 of SEBE Regulations.”

12. Alteration of Main Object Clause of the Memorandum of Association of the Company:

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

“RESOLVED THAT in accordance with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the “Act”) and as per the guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) any other statutory or regulatory authorities and subject to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed in such approvals, the consent of the Company be and is hereby accorded for the alteration of the ‘Main Object’ in the Object Clause of the Memorandum of Association of the Company by inserting the following new sub-clause 3 after the existing sub-clause No.2 under Clause III (A) of the Memorandum of Association of the Company:

3. To manufacture, process, design and decorate, stitch, recondition, repair, manipulate, sale, purchase, export, import, deal, trade, act as an agent in all garments, textiles, all seasonal wear like rain wear, winter wear, gloves, caps, umbrellas, bags, dress materials and related accessories.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee of the Board thereof) be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Place: Kolkata
Date: May 11, 2018

By Order of the Board of Directors

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

NOTES:

1. The 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 ONLY ON A POLL. 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 COMMENCEMENT OF THE AGM.**
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. Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("the ICSI"), in respect of the Directors seeking appointment / re-appointment at the AGM is provided hereunder.
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 shall be 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. Shareholders are advised to bring their own copy of the Annual Report along with them for the meeting. Extra copies of the Annual Report will not be available at the meeting.
7. Shareholders 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.
8. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Register of Members and the Share Transfer books of the Company will remain closed from Friday, August 31, 2018 to Thursday, September 06, 2018 (inclusive of both days).
9. Members are requested to quote the ledger folio/DP ID in all communication with the Company.
10. Members/Proxies are requested to carry their copies of the Notice, Annual Report and duly filled in Attendance Slip at the Meeting.
11. 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.
12. 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 Participants (DPs), 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;
13. A Route Map showing directions to reach to the venue of the AGM is given at the end of this Notice as required under SS-2 issued by the ICSI.
14. 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.
15. Dividend on Equity shares, as recommended by the Board of Directors of the Company, for the Financial Year ended March 31, 2018, 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 30, 2018 after giving effect to all valid share transfers in physical mode lodged with the Company / RTA on or before Thursday, August 30, 2018.
 - 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 30, 2018.

NOTICE

Continued

16. As per Regulation 12 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 or cheques 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.

17. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the Company Secretary's Department or Company's Registrar and Transfer Agent, Link Intime India Private Limited. Also, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant(s).

18. Pursuant to Regulation 40(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copy of their Income Tax Permanent Account Number (PAN). Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode of listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copy of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).

19. Members are requested to kindly note that if physical documents viz. Demat Request Forms (DRF) and Share Certificates, etc. are not received from their DPs by the RTA within a period of 15 days from the date of generation of the

Demat Request Number (DRN) for dematerialization, the DRN will be treated as rejected / cancelled. This step is being taken on the advice of NSDL and CDSL, so that no demat request remains pending beyond a period of 21 days. Upon rejection / cancellation of the DRN, a fresh DRF with new DRN has to be forwarded along with the Share Certificates by the DPs to the RTA. This note is only to caution Members that they should ensure that their DPs do not delay in sending the DRF and Share Certificates to the RTA after generating the DRN.

20. 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 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 casted their vote by remote e-voting shall be able to exercise their right at the AGM through electronic voting system. However, members who have casted 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.
- iii) The remote e-voting period shall commence at 9:00 A.M. on Monday, September 03, 2018 and ends at 5:00 P.M. on Wednesday, September 05, 2018. During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date i.e. August 30, 2018, 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 / Procedure for remote e- voting are as under:**

How do I vote electronically using NSDL e-Voting system?

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 ARE MENTIONED BELOW:

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

1. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. click on the icon "Login" which is available under 'Shareholders' section.
3. Enter your User ID, 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 are given below:

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

5. Your password details are given below:
 - a) If you are already registered with NSDL for remote e-Voting, then you can use your existing User ID and Password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you are required to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your "Initial 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 registered postal address.
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?" (option available on 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.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/Folio Number, your PAN, your name and your registered postal address.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now click on "Login"
 9. Home page of e-Voting will open.

DETAILS ON STEP 2 ARE GIVEN 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 Khadim India Limited.
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

NOTICE

Continued

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 with a copy marked to 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 to reset the password.
- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or Mr. Supratim Mitra, Asst. Vice President, NSDL, at Telephone Nos. (033) 22814662 / 22904246 or at e-mail id: supratimm@nsdl.co.in or alternatively at 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., August 30, 2018.
- 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, only those 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., August 30, 2018, may obtain the login User Id and password by sending a request at 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 for casting your vote.
- 7 In order to scrutinize the e-voting process in a fair and transparent manner M/s. A.K. Labh & Co., Company Secretaries, 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 under the head "SEBI Disclosure" 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.

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

Item No. 5

The Board of Directors has appointed Mr. Ritoban Roy Burman (DIN: 08020765) as an Additional (Non-Executive, Non Independent) Director of the Company with effect from December 14, 2017, on the recommendation of the Nomination and Remuneration Committee. As per the provisions of Section 161(1) of the Companies Act, 2013, he holds the office of Additional Director only up to the date of this AGM and is eligible for appointment as a Director of the Company liable to retire by rotation.

The Company has received a Notice under Section 160 of the Companies Act, 2013 from a member proposing the appointment of Mr. Ritoban Roy Burman as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

Further, taking into consideration his contribution towards the growth of the Company, his longer association with the Company is much needed.

The brief profile of Mr. Ritoban Roy Burman as per the requirements of the Companies Act, 2013, and the SEBI (LODR) Regulations, 2015 and the rules made thereunder and the Secretarial Standards on General Meeting (SS-2) are given in Annexure - I, which forms part of the notes to the Notice.

None of the Directors/ Key Managerial Personnel of the Company except Mr. Siddhartha Roy Burman and his relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution set out at Item No. 5 of the Notice except to the extent of shareholding, if any, in the Company.

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

Item No.6

The Board of Directors has appointed Ms. Namrata Ashok Chotrani (DIN: 00390845) as an Additional (Non-Executive, Non - Independent) Director of the Company with effect from December 14, 2017, on the recommendation of the Nomination and Remuneration Committee. As per the provisions of Section 161(1) of the Act, she holds the office of Additional Director only up to the date of this AGM and is eligible for appointment as a Director of the Company liable to retire by rotation.

She holds a bachelor's degree in Commerce from the H. R. College of Commerce & Economics, Mumbai University and a master's degree in business administration from INSEAD. She has been associated with Fairwinds Asset Managers Limited since 2012 and has a total experience of over Ten years in the field of private equity and M&A advisory. Prior to joining Fairwinds Asset Managers Limited, she was associated with KPMG.

Prior to her appointment on December 14, 2017, she had been associated with the Company from September 20, 2013 till March 09, 2016 as Non-voting observer and from March 10, 2016 till November 21, 2017 as nominee Director, representing Reliance Alternative Investments Fund - Private Equity Scheme I.

The Company has received a Notice under Section 160 of the Companies Act 2013, from a member proposing the appointment of Ms. Namrata A. Chotrani as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

The brief profile of Ms. Namrata A. Chotrani as per the requirements of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 and the rules made thereunder and the Secretarial Standards on General Meeting (SS-2) are given in Annexure -I, which forms part of the notes to the Notice.

None of the Directors/ Key Managerial Personnel / their relatives of the Company except Ms. Namrata A. Chotrani and her relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution set out at Item No. 6 of the Notice except to the extent of shareholding, if any, in the Company.

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

Item No. 7

The Board of Directors has appointed Mr. Alok Chauthmal Churiwala (DIN: 02043221) as an Additional Director (Non-Executive, Independent) of the Company with effect from May 11, 2018, on the recommendation of the Nomination and Remuneration Committee. As per the provisions of Section 161(1) of the Act, he holds the office of Additional Director only up to the date of this AGM and is eligible for appointment as an Independent Director of the Company not liable to retire by rotation for a period of 5 consecutive Years commencing from May 11, 2018 to May 10, 2023.

Mr. Alok Chauthmal Churiwala is a third generation stockbroker and an Angel Investor. He holds a Bachelor's degree in Commerce from H.R. College of Commerce & Economics, Mumbai. He also holds a Diploma in Securities Law from the Government Law College, Mumbai apart from executive learning programs from IIM, Ahmedabad & Indian School of Business, Hyderabad. He has a rich experience of over 20 years in the Indian Capital Markets.

He is the Former Vice-Chairman of the BSE Brokers Forum, which is an industry representative body. He was also on the Board of ICSCA (International Council for Securities Association) as Asian representative and has attended their meetings in Paris, Sydney, Mumbai & Stockholm. He also represented Indian Capital Markets at ASF (Asian Securities Federation) at Seoul. Besides being an Ex member of the BSE Governing Board, he has been actively involved in various committees of the exchange. He is on the advisory Board of ICCL (Indian Clearing Corporation Ltd). He is a much sought after visiting faculty offering lectures on a wide spectrum of subjects relating to Capital Markets in India. He is widely quoted in various business publications viz. Economic Times, Business Standard,

NOTICE

Continued

Dalal Street & Financial Express & television media like NDTV Profit, Doordarshan, Zee Business, Star News, Sahara, BBC and CNBC, CNN-IBN, etc.

He has given his consent (s) to act as a Director of the Company, along with a declaration stating that he is not disqualified from being appointed as a Director in the Company in terms of Section 164 of the Companies Act, 2013. Further, he has submitted the declaration as required pursuant to section 149 (7) of the Act stating that he meets the criteria of independence as provided in sub section (6) of Section 149.

In the opinion of the Board, Mr. Churiwala fulfills the conditions specified in the Act and the rules made thereunder to be appointed as an Independent Director of the Company.

Mr. Alok Chauthmal Churiwala does not hold any shares in the Company.

The Company has received a Notice under Section 160 of the Companies Act 2013, from a member proposing the appointment of Mr. Alok Chauthmal Churiwala as an Independent Director of the Company.

The brief profile of Mr. Alok C. Churiwala as per the requirements of the Companies Act, 2013, and the SEBI (LODR), Regulations, 2015 and the rules made thereunder and the Secretarial Standards on General Meeting (SS-2) are given in Annexure -I, which forms part of the notes to the Notice.

Except Mr. Alok Chauthmal Churiwala, none of the Directors or Key Managerial Personnel (KMPs) of the Company and their relatives are, in any way, concerned or interested, whether financially or otherwise, in passing the proposed Resolution set out at Item No.7 of the Notice.

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

Item No. 8

In accordance with the provisions of Section 197 of the Companies Act, 2013 and Regulation 17(6)(a) of the SEBI (LODR) Regulations, 2015, payment of remuneration to Non-Executive Directors of the Company by way of commission, is permitted, if the Company authorizes such payment by obtaining the approval of the shareholders in the General Meeting of the Company.

Considering the financial performance of the Company, a commission of ₹ 1,00,000/- (Rupees One Lakh Only) each is proposed to be paid to the Non-Executive Directors of the Company for the financial year ended March 31, 2018.

None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Non-Executive Directors of the Company viz. Mr. Indra Nath Chatterjee, Prof. Surabhi Banerjee, Ms. Namrata Ashok Chotrani, Mr. Ritoban Roy Burman and Mr. Alok Chauthmal Churiwala, to whom the resolution relates, may be deemed to be

concerned or interested in the Resolution mentioned at Item No. 8 of the notice.

The Board recommends the resolution set forth in Item No.8 for approval of the Members by way of an Ordinary Resolution.

Item No. 9

Mr. Siddhartha Roy Burman is a Promoter, Chairman & Managing Director of the Company.

He holds a bachelor's degree in Commerce from the University of Calcutta. He is responsible for the overall strategic decision making of our 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 1, 2005 and subsequently on November 26, 2012.

He has 35 years of experience in the footwear industry.

Considering the performance of the Company, it is proposed to pay him a commission @ 0.50% of the net profit for the financial year ended March 31, 2018, in addition to the remuneration paid / payable to him in accordance with the terms of the Agreement dated 1st April, 2016, executed between him and the Company.

None of the Directors/ Key Managerial Personnel of the Company except Mr. Siddhartha Roy Burman and his relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution set out at Item No.9 of the Notice, except to the extent of shareholding, if any, in the Company.

The Board recommends the resolution set forth in Item No.9 for the approval of the Members by way of an Ordinary Resolution.

Item No. 10 & 11

The members of the Company at the Extra-ordinary General Meeting held on 17th June, 2017, approved the Khadim Employee Stock Option Plan 2017 ("ESOP 2017"/"Plan").

As per Regulation 12 of SEBI (Share Based Employee Benefits) Regulations, 2014 (the "SBEB Regulations") no Company shall make any fresh grant which involves allotment or transfer of shares to its employees under any Schemes formulated prior to its IPO and prior to the listing of its Equity Shares (Pre-IPO Scheme) unless (i) such pre-IPO scheme is in conformity with SBEB Regulations; and (ii) such pre-IPO scheme is ratified by its shareholders subsequent to IPO.

In view of Regulation 12 of SBEB Regulations, as stated above, the Khadim Employee Stock Option Plan 2017, is being placed before the shareholders for their ratification. It is hereby confirmed that the Scheme is in conformity with SBEB Regulations and that the

Company has not made any fresh grant of options under the Plan post IPO.

Explanation as per Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of SBEB Regulations:

a. Total number of Options to be granted:

1,86,465 options exercisable into equal number of Equity Shares of the Company of face value of ₹ 10/- each fully paid-up, would be available for grant to the eligible employees of the Company under ESOP 2017, in one or more tranches. A part or whole of the Equity Shares required for the implementation of ESOP 2017 may be issued by the Company.

Vested options lapsed/ cancelled due to non-exercise for any reason and/or unvested options that get cancelled due to cessation of employment or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOP 2017.

In case of any corporate action(s) such as rights issues, bonus issues, split, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued.

b. Identification of classes of employees entitled to participate in the ESOP 2017:

Following classes of employees are entitled to participate in ESOP 2017:

- a) Permanent employees of the Company working in India or out of India;
- b) Directors of the Company; and
- c) Employees and Directors of the Subsidiary / Holding Company(ies).

Following persons are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

c. Appraisal process for determining the eligibility of employees under ESOP 2017:

The Options shall be granted to the employees as per performance appraisal system of the Company as may be decided by the Board.

d. Transferability of Employee Stock Options:

The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be transferred to his legal heirs or nominees.

e. Requirements of vesting and period of vesting:

The Options granted shall vest so long as an employee continues to be in the employment of the Company. The Board may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 year.

f. Maximum period within which the Options shall be vested:

Options granted under ESOP 2017 would vest subject to maximum period of 4 years from the date of grant of such Options.

g. Exercise price or pricing formula:

The Exercise Price shall be such price as may be determined by the Board being not less than the face value of a Share of the Company as on date of grant of Option.

h. Exercise period and the process of exercise:

After Listing, the Vested Options can be exercised by an Option Grantee within the Exercise Period of 5 years from the date of such Listing subject to the condition that such Option Grantee continues the employment/ service as on date of such Exercise.

The vested Option shall be exercisable by the Employees by a written application to the Company/ Board expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Board from time to time. The Options shall lapse if not exercised within the specified exercise period.

i. Lock-in period, if any:

The Shares arising out of Exercise of Vested Options shall not be subject to any lock-in restriction except such restrictions as may apply under the Applicable Laws.

j. Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Employee Stock Options that may be granted to any single employee including any Director, in any financial year and in aggregate under the ESOP 2017 shall not exceed 21,003 (Twenty One Thousand and Three Only) Options.

NOTICE

Continued

k. Maximum quantum of benefits to be provided per employee under the Plan:

The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the shares as on the date of exercise.

l. Whether Plan is to be implemented and administered directly or through a trust:

The implementation and administration of the Plan shall be done directly without any trust. However, Company may subject to compliance with applicable laws, may administer the Plan through trust route in case decided in future.

m. Whether the Plan involves new issue of shares or secondary acquisition or both:

The Plan contemplates new issue only.

n. Amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:

Not applicable as no trust route is contemplated.

o. Maximum percentage of secondary acquisition:

Not applicable

p. Conditions under which Vested Options may lapse:

Vested Options shall lapse in case of (i) abandonment of employment, and (ii) termination of employment due to misconduct or due to breach of Company policies or the terms of employment.

q. Exercise period in case of proposed termination of employment or resignation of employee:

After listing, the Vested Options can be exercised by the employee by the last working day in the Company. In case of termination on account of misconduct, the Vested Options cannot be exercised which otherwise would lapse.

r. Accounting and Disclosure Policies:

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

s. Method of Option Valuation:

To calculate the employee compensation cost, the Company shall use the intrinsic Value method for valuation of the Options granted. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws.

t. Declaration:

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed

and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on EPS of the company shall also be disclosed in the Board's Report.

The Board recommends both the resolutions for approval of the members of the Company by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or any of their relatives are, in any way, concerned or interested in the Resolution, except for the fact that they, being employees of the Company are eligible to be granted options, and/or might have been granted options under the ESOP Plan 2017.

Item No. 12

Presently the Company is engaged in the manufacturing of footwear and related accessories. Though the existing Main Objects provide scope for Footwear and related accessories, the improved lifestyles and modern global trends demand various products in this segment, hence it is proposed to introduce certain allied products and hybrids that would definitely enlarge the business and meet with the expanding consumers' needs. The proposed change will enable the Company to participate in various tenders which may include supply of these new products along with Footwear and related accessories. Hence, it is proposed to amend the Memorandum of Association by inserting a new sub-clause 3 in Clause III (A) as set out in the said resolution subject to the approval of the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relative is deemed to be concerned or interested, either financially or otherwise, except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the Special Resolution as set out in Item No. 12 of the accompanying Notice for approval of the members at the AGM.

Place: Kolkata
Date: May 11, 2018

By Order of the Board of Directors

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

Annexure - I

Information on Directors seeking appointment /re-appointment at the forthcoming AGM

[Persuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015]

Name of the Director	Mr. Siddhartha Roy Burman (DIN: 00043715)	Mr. Ritoban Roy Burman (DIN - 08020765)	Ms. Namrata Ashok Chotrani (DIN: 00390845)	Mr. Alok Chauthmal Churiwala (DIN - 02043221)
Date of Birth	19/11/1961	4/06/1992	26/09/1985	18/07/1969
Age	56 Years	26 years	32 years	48 years
Qualifications	Bachelor's degree in Commerce from the University of Calcutta	Bachelor's in Mass Communication from St. Xaviers College, Kolkata	B.com from H.R. College of Commerce & Economics, Mumbai and MBA from INSEAD	B.com from H.R. College of Commerce & Economics, Mumbai and Diploma in Securities Law from the Government Law College, Mumbai
Experience and expertise in Specific Functional Areas	Mr. Siddhartha Roy Burman has an overall experience of 35 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.	Mr. Ritoban Roy Burman joined Khadim India Limited in 2013 as Manager –Marketing and worked till November 30, 2017. He has good exposure in various aspects of footwear marketing.	Ms. Namrata Ashok Chotrani has an overall experience of 10 years in Tax, Private Equity and Mergers.	Mr. Alok Chauthmal Churiwala is a third generation stock Broker and an Angel Investor. He has a rich experience of over 20 years in the Indian Capital Markets.
Date of first appointment on the Board	01/04/2005	14/12/2017	14/12/2017	11/05/2018
Shareholding in the Company	8.08% (14,51,149 equity shares)	NIL	NIL	NIL
Relationship with other Directors or with KMP	Father of Mr. Ritoban Roy Burman, Additional (Non –Executive, Non –Independent) Director	Son of Mr. Siddhartha Roy Burman, Chairman & Managing Director	None	None
Number of meetings attended during 2017-18	Number of Meetings held: 17 Number of Meetings attended: 17	Number of Meetings held: 17 Number of Meetings attended: 2	Number of Meetings held: 17 Number of Meetings attended: 15	Not Applicable
List of outside Directorships held in other Public Companies (excluding foreign Companies and Companies under Section 8 of the Companies Act, 2013)	None	NIL	BEC Steels Limited	1. Churiwala Holdings And Finance Pvt Ltd 2. Churiwala Securities Private Limited

Annexure - I

Continued

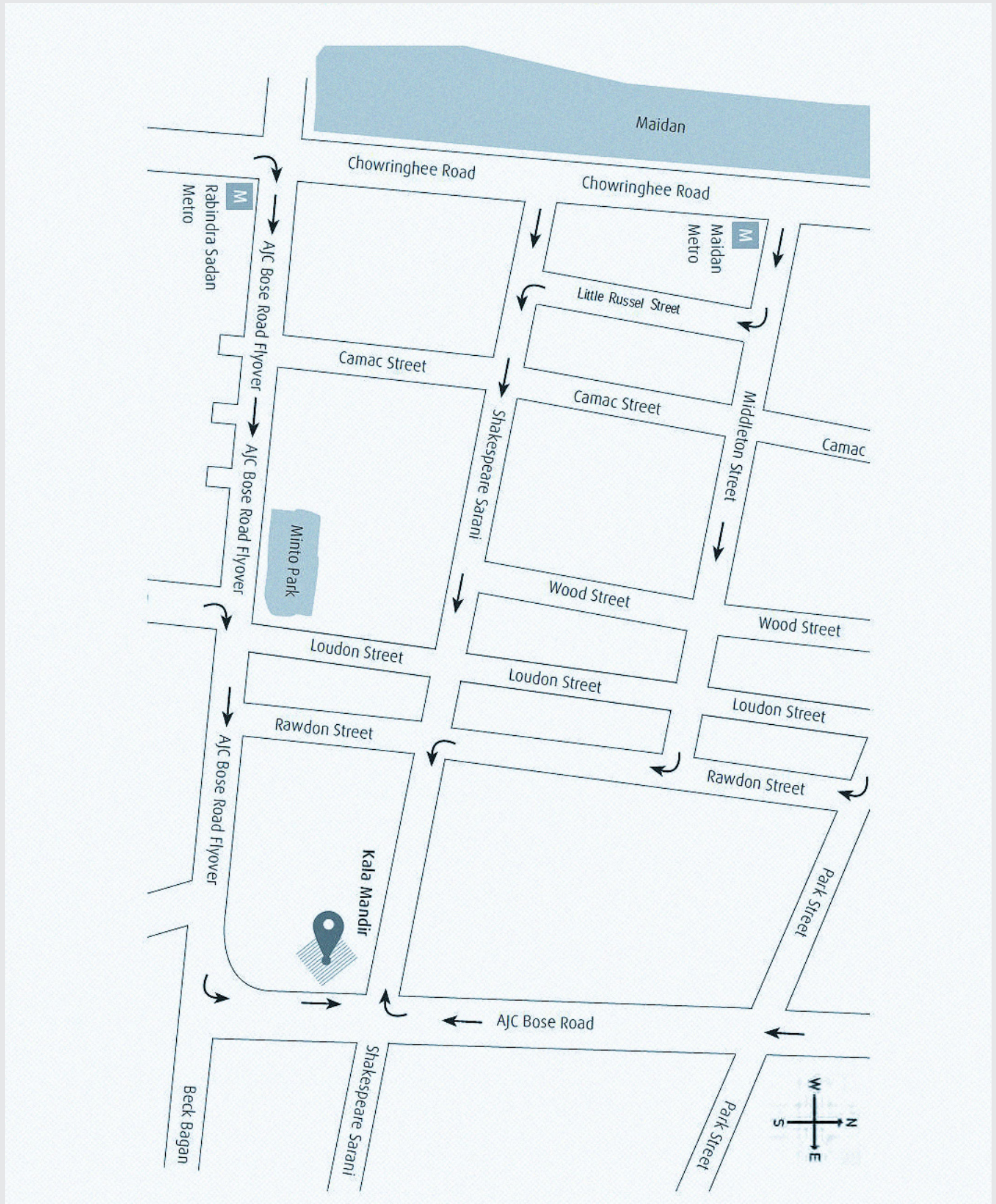
Name of the Director	Mr. Siddhartha Roy Burman (DIN: 00043715)	Mr. Ritoban Roy Burman (DIN - 08020765)	Ms. Namrata Ashok Chotrani (DIN: 00390845)	Mr. Alok Chauthmal Churiwala (DIN - 02043221)
Chairman / Member of the Committees of Board of Directors of other Companies in which he / she is a Director #	None	None	None	None
Terms and conditions of Appointment or Re-appointment	Chairman & Managing Director with effect from April 1, 2016 till March 31, 2019	Additional (Non –Executive, Non –Independent) Director of the Company effective December 14, 2017	Additional (Non –Executive, Non – Independent) Director of the Company effective 14 th December, 2017	Independent Director of the Company effective May 11, 2018 for a period of five years, i.e., upto May 10, 2023
Details of Remuneration sought to be paid	He is entitled to Remuneration as per terms of the Agreement dated April 1, 2016.	He is entitled to Commission, if any and Sitting fees for attending meetings of the Board and Committees in which he is a Member / Chairman as may be decided by the Board.	She is entitled to Commission, if any and Sitting fees for attending meetings of the Board and Committees in which he is a Member / Chairperson as may be decided by the Board.	He is entitled to Commission, if any and Sitting fees for attending meetings of the Board and Committees in which he is a Member / Chairman as may be decided by the Board.
Remuneration last drawn by such person, if applicable (As per last audited balance sheet dated 31 st March, 2018)^	29.68 Million	Not Applicable	Not Applicable	Not Applicable

#Includes only Audit Committee and Stakeholders' Relationship Committee

^Pursuant to provision of Section 197(2) of the Companies Act, 2013 the Remuneration paid to Directors does not include sitting fee for attending meetings of the Board and Committees.

ROUTE MAP TO THE AGM VENUE

"Kalamandir", 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 falling him

Name:

Address:

E-mail Id: Signature:, or falling 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 37th Annual General Meeting of the Company, to be held on Thursday, the 6th day of September, 2018 at 11:30 A.M. at 'KALAMANDIR' 48, Shakespeare Sarani, Kolkata - 700017, West Bengal, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No	Resolution
	ORDINARY BUSINESS
1.	Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2018 including the reports of the Board of Directors and the Auditors thereon
2.	Declaration of Dividend for the financial year 2017-18
3.	Re-appointment of Mr. Siddhartha Roy Burman (DIN: 00043715) who retires by rotation and being eligible, offers himself for re-appointment
4.	Re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 302009E) as Statutory Auditors of the Company
	SPECIAL BUSINESS
5.	Appointment of Mr. Ritoban Roy Burman (DIN: 08020765) as a Director (Non-Executive, Non-Independent) of the Company
6.	Appointment of Ms. Namrata Ashok Chotrani (DIN: 00390845) as a Director (Non-Executive, Non-Independent) of the Company
7.	Appointment of Mr. Alok Chauthmal Churiwala (DIN: 02043221) as an Independent Director of the Company.
8.	Payment of Commission of ₹ 1,00,000/- to Non-Executive Directors of the Company for the financial year ended March 31, 2018
9.	Payment of commission @ 0.50% of the net profit of the Company to Mr. Siddhartha Roy Burman, Chairman & Managing Director
10.	Ratification of Khadim Employee Stock Option Plan 2017 ("ESOP 2017"/"Plan"
11.	Ratification for Grant of Employee Stock Options to the employees of the existing / future Subsidiary Company(ies) and / or Holding Company(ies) under ESOP 2017
12.	Alteration of Main Object Clause of the Memorandum of Association of the Company

Signed this ____ day of _____, 2018

Signature of the shareholder

Signature of the Proxy Holder(s)

**AFFIX
REVENUE
STAMP**

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 casted the vote through remote e-voting facility.

KHADIM INDIA LIMITED

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

ATTENDANCE SLIP

37th Annual General Meeting

I / We hereby record my / our presence at the 37th Annual General Meeting of the Company being held on Thursday, September 06, 2018 at 11:30 A.M. at 'Kalamandir' 48, Shakespeare Sarani, Kolkata - 700017, West Bengal.

Sr. No.:

Registered Folio No. / DP ID / Client ID No.	
Name and Address of the Shareholder (in BLOCK LETTER)	
Joint Holder(s)	
Number of Shares held	
Name of the Proxy / Authorised Representative, if any	

Signature of Member(s) / Proxy / 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
108891		