

Notice

NOTICE is hereby given that the 39th (Thirty - Ninth) Annual General Meeting ('AGM') of the members of Khadim India Limited ("the Company") will be held on Wednesday, September 23, 2020 at 11:30 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ritoban Roy Burman (DIN: 08020765), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Mr. Rittick Roy Burman (DIN: 08537366) as a 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 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Rittick Roy Burman (DIN: 08537366) who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from November 08, 2019 and holds office upto the date of this Annual General Meeting of the Company be and is hereby appointed as Director of the Company, liable to retire by rotation."

4. Appointment of Mr. Rittick Roy Burman (DIN: 08537366) as the Whole-time Director ("Key Managerial Personnel") of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 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 the applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, 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 appointment of Mr. Rittick Roy Burman (DIN: 08537366), as the Whole-time Director (Key Managerial Personnel) [or such other designation which the Board may determine and deem fit to give] of the Company, for a period of 3 (Three) years with effect from November 08, 2019 till November 07, 2022 (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 tenure 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 appointment in accordance with the provisions of the Companies Act, 2013 and as may be agreed to between the Board of Directors and Mr. Rittick Roy Burman."

By Order of the Board of Directors

Abhijit Dan

Company Secretary & Head -Legal
Membership No.: A21358

Date : July 14, 2020
Place : Kolkata

Notice

NOTES:

1. Pursuant to the General Circular Number 20/2020 dated May 5, 2020 read with General Circular Numbers 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as "the MCA Circulars") and Circular Number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI), the listed Companies are allowed to hold AGM through VC / OAVM without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (as amended) ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the aforesaid Circulars, the AGM of the Company is being held through VC / OAVM.
2. The relevant Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business to be transacted during the meeting is enclosed herewith and marked as Annexure-I. The recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement.
3. The information as required under Regulation 26(4) and 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, relating to the re-appointment of Mr. Ritoban Roy Burman and appointment of Mr. Rittick Roy Burman at the AGM, is enclosed herewith and marked as Annexure-II.
4. Since the AGM is being held through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not enclosed to this Notice.
5. As per the provisions of the MCA Circulars, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to attend and vote during the AGM.
7. Corporate members are requested to send to the Company at compliance@khadims.com, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the AGM.
8. Since the AGM will be held through VC /OAVM, the Route Map of the AGM venue is not enclosed to this Notice.
9. **Procedure for inspection of documents by the members:**
The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be made electronically available for inspection by the members during the AGM upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.
All documents referred to in the Notice and the Explanatory Statement shall also be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 23, 2020. Members seeking to inspect such documents can send an e-mail to compliance@khadims.com mentioning their names, folio numbers / demat account numbers and contact numbers.
10. 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.
11. Pursuant to Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer books of the Company will remain closed from Thursday, September 17, 2020 till Wednesday September 23, 2020 (inclusive of both days).
12. Members are requested to quote the ledger folio / DP ID in all communication with the Company.
13. Members desirous of making a nomination in respect of their shareholding, under Section 72 of the Act are requested to send their request to the Secretarial Department in the prescribed form.
14. Members are requested to:
 - a) intimate to the Secretarial Department or Company's Registrar and Transfer Agent, Link Intime India Private Limited (LIPL), changes, if any, in their registered addresses, telephone number / mobile number at an early date, along with self-attested copy of address proof i.e. Aadhaar Card / electricity bill / telephone bill / driving license / passport / bank passbook particulars in case of Shares held in physical form; and
 - b) intimate to the respective Depository Participant, changes, if any, in their registered addresses, telephone number / mobile number at an early date, along with self-attested copy of address proof i.e. Aadhaar Card / electricity bill / telephone bill / driving license / passport /bank passbook particulars in case of Shares held in dematerialized form.

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15. Procedure for registration as speakers / seek clarification:

- a) Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from Monday, September 14, 2020 (10:00 a.m. IST) to Friday, September 18, 2020 (5:00 p.m. IST) at compliance@khadims.com from their registered e-mail addresses, mentioning their names, folio numbers / demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views / ask questions during the AGM. The Company / the Chairman of the Meeting reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.
- b) Any Member desirous of receiving any information on the Financial Statements or Operations of the Company is requested to forward his / her queries to the Company through e-mail at compliance@khadims.com, mentioning their names, folio numbers / demat account numbers, e-mail addresses and mobile numbers, at least seven working days prior to the AGM, so that the required information can be made available during the AGM.

16. 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.

17. The Company has uploaded the details of unpaid and unclaimed dividend lying with the Company on the website of the Company www.khadims.com. Members wishing to claim dividends that remain unclaimed / unpaid are requested to correspond with the RTA as mentioned above, or with the Secretarial Department. Members are requested to note that, 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.

The due dates for transfer of the unclaimed / unpaid dividend relating to subsequent years to IEPF are as follows:

Dividend for the financial year ended	Due dates for transfer to IEPF
March 31, 2018	October 12, 2025
March 31, 2019	September 11, 2026

18. In compliance with the MCA Circulars and the aforesaid SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / RTA. Members may note that the Notice and Annual Report will also be available on the website of the Company viz., www.khadims.com and on the website of NSDL www.evoting.nsdl.com. The Notice of the AGM along with the Annual Report will also be available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com.
19. 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 RTA in this regard.
20. Procedure for attending the AGM through VC / OAVM:
- i. Members will be able to attend the AGM through VC / OAVM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for the AGM.
 - ii. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the AGM, i.e. from 11:15 a.m. IST to 11:45 a.m. IST and will be available for 1,000 members on a first-come first-served basis. This restriction would however not apply to participation of shareholders holding 2% or more shareholding of the Company, promoters, institutional investors, directors, key and senior managerial personnel, auditors, scrutiner, etc.
 - iii. The instructions to attend the AGM through VC / OAVM is enclosed herewith and marked as Annexure-III and the same shall form part of this Notice.

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21. Voting through electronic means:

- i) As per the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, read with the MCA Circulars and Regulation 44 of the Listing Regulations, the Company is pleased to facilitate its Members to transact business of the AGM of the Company by voting through electronic means. For this, the Company has engaged the services of NSDL having office at Trade World, A wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, to provide remote e-voting services and e-voting facility during the AGM, who are holding the shares as on the cut-off date.
 - ii) The facility for voting through electronic means shall be made available during the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right during the AGM through electronic voting system. However, members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - iii) The remote e-voting period commences at 9:00 a.m. IST on Sunday, September 20, 2020 and ends at 5:00 p.m. IST on Tuesday, September 22, 2020. During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date i.e., Wednesday, September 16, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting there after. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - iv) The instructions to cast votes through remote e-voting and through e-voting system during the AGM is enclosed herewith and marked as Annexure-IV and the same shall form part of this Notice.
22. 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.
23. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through electronic voting system provided during 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.
24. The results declared along with the scrutinizer's report shall be placed on the website of the Company i.e., www.khadims.com and on the website of NSDL 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.

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Annexure-I

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

Item No. 3 & 4

Mr. Rittick Roy Burman holds a Bachelor's Degree in Commerce from the University of Calcutta. Post his Graduation, he worked with the Company for 3 years in various departments to gain an overall understanding of the business. He completed his further studies in Berkeley, University of California as a Management Graduate. Prior to his appointment as Director at the meeting of the Board of Directors held on November 08, 2019, he acted as Head – Merchandising & New Initiative, taking care of the long-term strategy of the organisation and drive all the new initiatives, ventures and merchandising of the Company. He has a varied exposure in business operations.

Mr. Rittick Roy Burman (DIN: 08537366) was appointed as an Additional Director of the Company at the meeting of the Board of Directors held on November 08, 2019. In terms of Section 161(1) of the Companies Act, 2013 and Rules made there under ("the Act"), he holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director of the Company, liable to retire by rotation.

The Board (based on the recommendation of the Nomination and Remuneration Committee) at the same meeting, also approved the appointment of Mr. Rittick Roy Burman as Whole-time Director ("Key Managerial Personnel"), for a period of three years with effect from November 08, 2019 till November 07, 2022 (both days inclusive), subject to the approval of the Members of the Company.

Mr. Rittick Roy Burman holds 530 equity shares (0.0029%) of the Company as on the date of the Notice.

Mr. Rittick Roy Burman has given his consent to act as a Director of the Company, along with declaration in Form DIR - 8 stating that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Rittick 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.

Further, taking into consideration his contribution towards the growth of the Company, his appointment would be immensely beneficial for the Company.

The broad terms and conditions of appointment of and remuneration to Mr. Rittick 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. Rittick Roy Burman shall be entitled to receive from the Company the following remuneration.

I. Salary

₹ 24,18,120/- (Rupees Twenty Four Lakh Eighteen Thousand One Hundred and Twenty Only) per annum with an annual increment up to 20% on the last drawn basic salary.

II. Performance Linked Incentive & Commission

Mr. Rittick Roy Burman shall be entitled to variable pay of ₹ 2,68,000/- (Rupees Two Lakh and Sixty Eight Thousand Only) per annum based on his performance as per the Company Rules.

III. Perquisites

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

i. Car:

One Company owned and maintained, chauffer driven car.

ii. Medical Facilities:

As per Company Rules.

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iii. Mobile Expenses and Internet Facility:

As per Company Rules.

iv. Leave Travel Allowance:

As per Company Rules.

v. All other benefits as per the Policy of the Company from time to time.

IV. Retiral Benefits

i. Gratuity:

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

ii. Bonus / Ex Gratia:

As per Company Rules.

iii. Provident Fund:

As per Company Policy read with Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

iv. Leave

As per Company Rules.

v. Leave Encashment:

As per Company Rules.

V. The emoluments and benefits shall be subject to taxes as may be applicable.

Minimum Remuneration

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Rittick Roy Burman shall be entitled to receive such minimum remuneration as specified above, subject to the applicable provisions of the Act. Such minimum remuneration can be payable during the tenure of his appointment in case of loss or inadequacy of profit.

Sitting Fees

Mr. Rittick 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 his appointment.

The following additional information as required under Section II of Part II of Schedule V of the Act is given below:

I. General Information

1. Nature of Industry:

Footwear Manufacturing, Retailing and Whole selling.

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, 2020.

5. Foreign Investment or collaborations, if any:

No such investment or collaboration yet.

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II. Information about the appointee:

Particulars	Mr. Rittick Roy Burman
Background Details	Mr. Rittick Roy Burman is the son of Mr. Siddhartha Roy Burman, Chairman & Managing Director and brother of Mr. Ritoban Roy Burman, Non – Executive, Non Independent Director. He holds bachelor's degree in Commerce from the University of Calcutta. Post his Graduation, he worked with the Company for 3 years in various departments to gain an overall understanding of the business. He completed his further studies in Berkeley, University of California as a Management Graduate and resumed work in the organisation, taking care of the long-term strategy of the organisation and drive all the new initiatives, ventures and merchandising of the Company.
Past Remuneration	₹1.08 million ⁵
Recognition and Award	The Company has incorporated Khadim Shoe Bangladesh Limited, a wholly-owned subsidiary in Bangladesh for the purpose of venturing into the footwear domain of the said neighbouring country under the able leadership of Mr. Rittick Roy Burman.
Job profile and his suitability	To look after the overall Management of the Company in association with the Chairman & Managing Director.
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 the industry standard and on account of the varied 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 disclosed in the Notes to the Audited Financial Statements of the Company for the financial year ended on March 31, 2020 under the head Related Party disclosure. He is the son of Mr. Siddhartha Roy Burman, Chairman & Managing Director and brother of Mr. Ritoban Roy Burman, Non – Executive, Non - Independent Director.

⁵Remuneration drawn by Mr. Rittick Roy Burman as Head-Merchandising & New Initiative during the period April 01, 2019 till November 07, 2019.

III. Other Information

a. Reasons for loss or inadequate profits:

The business conditions are dynamic and the Company has incurred loss for the financial year March 31, 2020. Further, considering the unprecedented impact of Covid-19 Pandemic including nationwide / state wise lock down imposed by the Central / various State Governments on the Economy and business, the Company may incur loss during the remaining term of the appointment of Mr. Rittick Roy Burman and in such event Mr. Rittick Roy Burman would require to be compensated adequately considering the abilities and varied experience possessed by him.

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 has increased its concentration towards online sales and omni channel sales and further the Company is giving deep discounts to achieve its target sales. The Company is in frequent interaction with the customers and other stake holders through digital communication via Whats App, Instagram, Facebook etc. Further, the Company's Management is placing strategies with strong marketing team, for improved performance.

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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.

Name of the Companies in which Mr. Rittick Roy Brman holds directorship other than the Company are:

Sl. No.	Name of the Company	Designation
1.	Khadim Estate Advisors Private Limited	Director
2.	Khadim Shoe Bangladesh Limited	Nominee Director

In accordance with the provisions of Sections 152 and other applicable provisions of the Act, the proposed appointment of Mr. Rittick Roy Burman as Director, liable to retire by rotation requires approval of the members by passing an Ordinary Resolution.

Further, in accordance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the said Act, the appointment of Mr. Rittick Roy Burman as Whole-time Director and the terms of remuneration payable to him also requires approval of the members by passing a Special Resolution.

Accordingly, the Board recommends the resolutions set out at Item No. 3 and Item No. 4 as an Ordinary Resolution and Special Resolution respectively, for approval of the shareholders.

The Company has received a Notice in writing under Section 160 of the Act from a Member proposing the said appointment of Mr. Rittick Roy Burman.

Except Mr. Rittick Roy Burman (Self), Mr. Siddhartha Roy Burman (father) and Mr. Ritoban Roy Burman (brother), 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. Rittick 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-II, 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 : July 14, 2020
Place : Kolkata

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Annexure – II

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]

Particulars	(Item No. 2)	(Item No. 3 and 4)
Name of the Director	Mr. Ritoban Roy Burman (DIN: 08020765)	Mr. Rittick Roy Burman (DIN: 08537366)
Date of Birth	04/06/1992	04/06/1992
Age	28 Years	28 Years
Nationality	Indian	Indian
Qualifications	Bachelor's in Mass Communication from St. Xaviers College, Kolkata.	Bachelor's degree in Commerce from the University of Calcutta and Management Graduate from University of California.
Experience and expertise in Specific Functional Areas	Mr. Ritoban Roy Burman joined the Company in 2013 as Manager – Marketing and worked till November 30, 2017. He has a good exposure in various aspects of footwear marketing.	Mr. Rittick Roy Burman joined the Company in 2013 as Manager - Operations. He was working as Head - Merchandising & New Initiative, prior to his appointment as Whole-time Director. He has a varied exposure in business operations.
Date of first appointment on the Board	14/12/2017	08/11/2019
Shareholding in the Company	NIL	0.0029% (530 equity shares)
Relationship with other Directors or with KMP	Son of Mr. Siddhartha Roy Burman, Chairman & Managing Director and brother of Mr. Rittick Roy Burman, Whole-time Director.	Son of Mr. Siddhartha Roy Burman, Chairman & Managing Director and brother of Mr. Ritoban Roy Burman, Non – Executive, Non -Independent Director.
Number of meetings attended during the financial year 2019-20	Number of Meetings held: 5 Number of Meetings attended: 3	No. of Meetings held: 5 No. of Meetings attended: 2*
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 is a Director #	None	None
Terms and conditions of Appointment or Re-appointment	Mr. Ritoban Roy Burman who was appointed as Non - Executive, Non - Independent Director with effect from December 14, 2017 and whose appointment had been confirmed at the Annual General Meeting held on September 06, 2018, is liable to retire by rotation.	As per the resolutions at item No. 3 and 4 of the Notice convening this Meeting read with Explanatory Statements thereto, Mr. Rittick Roy Burman is proposed to be appointed as Director, liable to retire by rotation and also as Whole-time Director of the Company.
Remuneration proposed to be paid	He 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 Remuneration as per terms as set out in the explanatory statement annexed hereto and the Agreement dated November 08, 2019.
Remuneration last drawn by such person, if applicable (As per last audited balance sheet dated 31st March, 2020)	₹ 0.11 million	₹ 2.15 million ⁺

*Appointed w.e.f November 08, 2019.

#Includes only Audit Committee and Stakeholders' Relationship Committee.

⁺Remuneration includes ₹ 1.08 million drawn by Mr. Rittick Roy Burman as Head-Merchandising & New Initiative during the period April 01, 2019 till November 07, 2019.

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Annexure-III

INSTRUCTIONS TO ATTEND THE AGM THROUGH VC / OAVM:

1. Members will be able to attend the 39th AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under Shareholder / Member login by using the remote e-voting login credentials. The link for VC or OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed
2. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in Annexure-IV. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
3. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in / 022-2499 4360 or Ms. Pallavi Mhatre, Manager - NSDL at pallavid@nsdl.co.in / 022-2499 4545.
4. Members under the category of Institutional Investors are encouraged to attend the AGM and also vote through remote e-voting or e-voting during the AGM.
5. Members are encouraged to join the Meeting through Laptops for better experience.
6. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hots pot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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Annexure-IV

A. INSTRUCTIONS FOR REMOTE E-VOTING:

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

Step 1: 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?

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 indemat account with NSDL : 8 Character DPID 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 e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below under "**Instructions for Members whose e-mail ids are not registered / updated**".
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. 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 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.

Notice

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.

B. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting before the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the EGM /AGM.
4. The details of the person who may be contacted for any grievances connected with the facility fore-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

C. GENERAL GUIDELINES FOR SHAREHOLDERS:

1. Institutional shareholders (i.e. other than individuals, 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 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, Members may refer the "Frequently Asked Questions (FAQs) for Shareholders" and "e-voting user manual for Shareholders" available under the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, at telephone nos. 022 -2499 4360 / 022 - 2499 4545 or at e-mail id: amitv@nsdl.co.in / pallavid@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., Wednesday, September 16, 2020.
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., Wednesday, September 16, 2020 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., Wednesday, September 16, 2020 may obtain the login User Id and password / PIN 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 / PIN for casting your vote. then you can use your existing User ID and password / PIN for casting your vote.

Notice

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

Physical Holding	Send a request to the Company at compliance@khadims.com or to the Company's RTA at rnt.helpdesk@linkintime.co.in providing Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAAR (self-attested scanned copy) for registering / updating the e-mail address.
Demat Holding	Please contact your Depository Participant (DP) and register / update your e-mail address as per the process advised by your DP.

Alternatively, Member may send an e-mail request to evoting@nsdl.co.in for obtaining User Id and Password by providing the details mentioned in the above point w.r.t Physical Holding along with their Folio No. and DP ID / Client ID as the case may be.