

August 28, 2025

The Manager  
The Department of Corporate Services  
BSE Limited  
P. J. Towers  
Dalal Street, Mumbai - 400 001  
**Scrip Code - 540775**

The Manager  
The Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East), Mumbai - 400 051  
**Symbol - KHADIM**

Dear Sir / Madam,

**Subject: Annual Report for the financial year 2024-25 of Khadim India Limited (the "Company") in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**

Pursuant to Regulation 34 of the Listing Regulations, please find enclosed herewith the Annual Report of the Company for the financial year 2024-25 along with the Notice convening the 44<sup>th</sup> (Forty-Fourth) Annual General Meeting ('AGM') of the Members of the Company scheduled to be held on Friday, September 19, 2025 at 11:30 a.m. IST through Video Conferencing / Other Audio-Visual Means.

The same is also available on the website of the Company at [www.khadims.com](http://www.khadims.com).

This is for your information and record.

Thanking you,

Yours faithfully,

For **Khadim India Limited**

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

Encl: As above





KHADIM INDIA LIMITED

# KHADIM

# 2024 25

# ANNUAL REPORT



[www.khadims.com](http://www.khadims.com)





With Khadim, every step you take is a stride towards affordable fashion, empowering you to walk confidently through every occasion. With our legacy of quality and innovation, we are transforming India's footwear landscape, one step at a time.

## What's Inside

### Corporate Overview

Navigating Growth and Transformation	01
About Khadim	02
Our Journey	04
Brand Portfolio	06
Corporate Information	10
Demerger	11
Message from the Executive Chairman	12
Message from the Managing Director	14
Retail Business	18
Marketing	20
Our People	22
Corporate Social Responsibility	24
Board of Directors	26
Leadership Team	28

### Statutory Reports

Management Discussion & Analysis	29
Board's Report	43

### Financial Statements

#### Standalone

Independent Auditor's Report	90
Balance Sheet	102
Statement of Profit and Loss	103
Statement of Changes in Equity	104
Cash Flow Statement	106
Notes to Financial Statements	108
Form AOC-1	152

#### Consolidated

Independent Auditor's Report	153
Balance Sheet	162
Statement of Profit and Loss	163
Statement of Changes in Equity	164
Cash Flow Statement	166
Notes to Financial Statements	168

Notice	212
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To view this report online or for any other information please visit  
<https://www.khadims.com>

# Navigating Growth and Transformation

## FY 2024-25 Financial Highlights (Continuing Operations)

₹ 4180.3 Million    ₹ 193.97 Million

Revenue

PAT

₹ 652.73 Million

EBITDA

## FY 2024-25 Operational Highlights (Continuing Operations)

886

Retail Outlets

7.23 Million Pairs

Volume Sales





## About Khadim

# Our Enduring Legacy

Khadim, founded in 1981, is a leading branded footwear company in India, dedicated to delivering “affordable fashion for everyone.” The company has expanded to 886 exclusive stores across 24 states and 4 Union Territories as of March 2025.

As a key player in affordable fashion, we operate through the Retail vertical, serving distinct customer bases with tailored products and channels. With a dominant presence in East India and among the top three players in South India, we cater to the price-conscious middle class.

Our trendy, comfortable and budget-friendly footwear aligns with evolving domestic and global trends, meeting the aspirations of India's middle class across all age groups. By leveraging our extensive network and core capabilities, Khadim delivers a superior footwear experience on every occasion, creating lasting stakeholder value.

## Our Brand Prominence

# Largest

Footwear retail franchise network in India

# 2<sup>nd</sup> Largest

footwear retailer in India\*

# Prominent Brand

Players in South India\*

# Largest

Presence in Eastern India\*



\*In terms of number of exclusive retail stores

# Ethos

## Vision

To be one of the largest and successful affordable fashion footwear brand in India for the entire family for every occasion

## Mission

Ensuring customer delight and stakeholders return by delivering quality products at an affordable price

### We Create Value For



PROMOTERS



OTHER INVESTORS



CUSTOMERS



RETAILERS



SUPPLIERS



EMPLOYEES



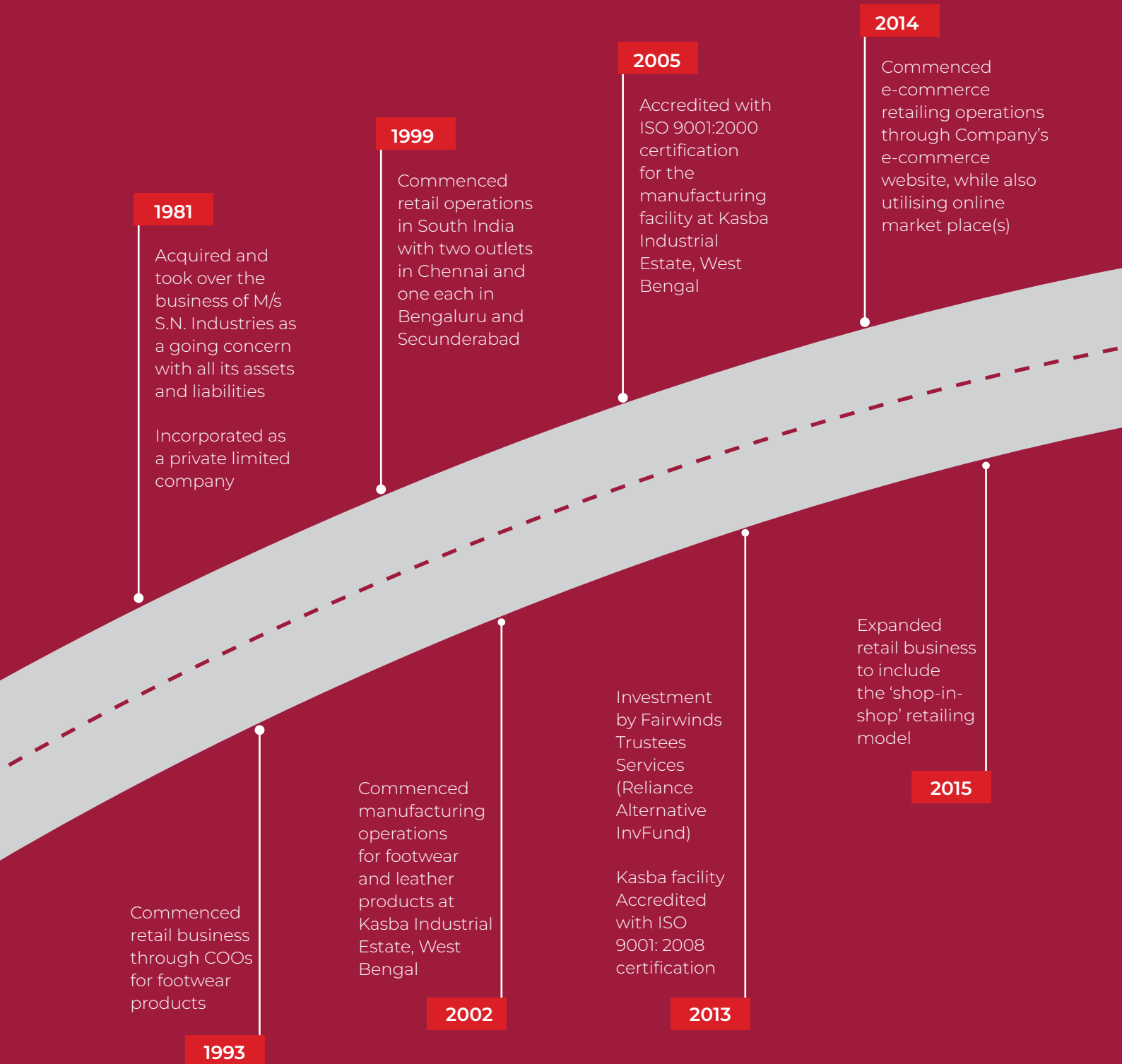
ENVIRONMENT & COMMUNITIES





## Our Journey

# Charting Decades of Progress



## 2017

Listed on NSE & BSE with an IPO of ₹ 5,431 Million –

- Fresh issue of ₹ 500 Million
- Offer for sale of ₹ 4,931 Million

## 2021

Launched the new logo of the brand along with new brand tagline 'Its Wow Its Khadim'

Launched the new retail identity

## 2025

Demerger of the distribution business including the manufacturing units into KSR Footwear Limited

Implemented TOC across top Company Owned Company Operated (COCO) & Exclusive Business Outlets (EBO) stores

Engaged 3 brand ambassadors

Launched new website & increased online sales

## 2019

Launched the first-ever CRM program for the retail stores

Forayed into travel retail with first store in Kolkata International Airport

Opened first store at iconic Sealdah Station

## 2022





## Brand portfolio

# Diversified Offerings for Aspirational Customer

At Khadim, we have a distinct brand positioning for various market segments. Our brand presence and product range empower us to address 85% of the total Indian footwear market potential. We take pride in being the “affordable fashion brand” catering to entire family on all occasions.

Our offerings span everyday wear to premium ranges, supported by leading sub-brands like British Walkers, Sharon, Cleo, and Pro, as well as festive and wedding collections. During FY 2024-25, Khadim strengthened its product portfolio with several new launches across core and premium segments, aimed at enhancing consumer appeal and capturing emerging trends. In the EVA range, we introduced

clogs, which gained quick traction among younger consumers. Our women’s portfolio was bolstered with new lines under Cleo and Sharon, while the premium segment saw an expanded range in British Walkers and Softouch, offering improved comfort and contemporary styling. To address the rising demand for lifestyle categories, we rolled out a refreshed athleisure collection, along with seasonal launches

across Spring-Summer, Eid, weddings and school ranges. We also expanded our accessories portfolio, including backpacks and school bags, and partnered with Underlinen Fashion House to retail Puma-branded socks in our stores. These initiatives not only diversified our offering but also supported brand premiumisation while staying true to our core promise of affordability.



## Retail Products



Handcrafted premium leather footwear for the working Man



Fashionable & casual footwear for the entire family



**LAZARD**

Hi-fashion footwear for the young Man



**softouch™**

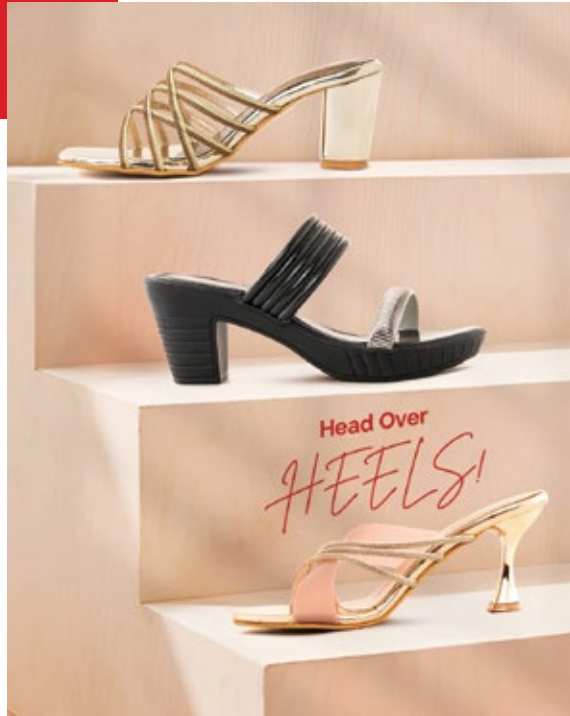
Soft & Comfort footwear for Men & Women



Men's outdoor footwear



Athleisure footwear for All



Fashionable footwear for Kids



Hi-fashion footwear for young Girls and Women



Footwear for the working Woman



Fashionable footwear for young Girls



## Khadim Accessories

### For Men



Laptop Bag



Casual Backpack



Portfolio Bag



Cross Body Bag



Wallet

### Other



School Bags



Shoe Polish and Brush



## For Women



Backpack



Satchel Bag



Tote Handbag



Casual Handbag



Sling Bag



Clutch



Wallet



Laptop bag



Socks



Leather belts



# Corporate Information

## Board of Directors

Mr. Siddhartha Roy Burman	Executive Chairman (w.e.f. April 01, 2025)
Mr. Rittick Roy Burman	Managing Director (w.e.f. April 01, 2025)
Prof. (Dr.) Surabhi Banerjee	Independent Director
Mr. Alok Chauthmal Churiwala	Independent Director
Mrs. Upama Mukherjee	Independent Director (w.e.f. April 01, 2025)
Mr. Ritoban Roy Burman	Non-Executive Non-Independent Director

## Group Chief Financial Officer

Mr. Indrajit Chaudhuri

## Group Company Secretary & Head - Legal (Compliance Officer)

Mr. Abhijit Dan

## Statutory Auditors

M/s. Ray & Ray  
Chartered Accountants, Kolkata

## Secretarial Auditors

M/s. BKG & Company  
Company Secretaries, Kolkata

## Legal Advisor

Mr. Joydev Sengupta, Advocate  
Founder, JSG Legal

## Bankers

State Bank of India  
ICICI Bank Limited  
Central Bank of India  
Union Bank of India

## Registrar and Share Transfer Agent

MUFG Intime India Private Limited  
(Formerly, Link Intime India Private Limited)  
C -101, Embassy 247,  
Lal Bahadur Shastri Marg,  
Vikhroli (West),  
Mumbai - 400 083  
Email: mumbai@linkintime.co.in  
Website: www.linkintime.co.in  
Tel: +91 22 49186000  
Fax: +91 22 49186060

## Registered Office

7<sup>th</sup> Floor, Tower C, RDB Primarc TechPark,  
08 Major Arterial Road  
Block - AF  
New Town (Rajarhat), Kolkata – 700 156  
West Bengal, India  
CIN: L19129WB1981PLC034337  
Email: compliance@khadims.com  
Website: www.khadims.com  
Phone: +91 33 40090501  
Fax: + 91 33 40090500

## Board Committees

### Audit Committee

Mr. Alok Chauthmal Churiwala	Chairman
Prof. (Dr.) Surabhi Banerjee	Member
Mrs. Upama Mukherjee	Member

### Nomination & Remuneration Committee

Mr. Alok Chauthmal Churiwala	Chairman
Prof. (Dr.) Surabhi Banerjee	Member
Mrs. Upama Mukherjee	Member

### Corporate Social Responsibility (CSR) Committee

Prof. (Dr.) Surabhi Banerjee	Chairperson
Mr. Siddhartha Roy Burman	Member
Mr. Ritoban Roy Burman	Member

### Stakeholders' Relationship Committee

Prof. (Dr.) Surabhi Banerjee	Chairperson
Mr. Siddhartha Roy Burman	Member
Mr. Ritoban Roy Burman	Member

**Demerger**

# Strategic Demerger for Enhanced Value

Khadim embarked on a transformative journey in FY 2024-25 by demerging its distribution business and manufacturing segment into KSR Footwear Limited. This strategic initiative aims to sharpen operational focus, enhance agility and unlock greater shareholder value. By separating the retail and distribution arms, we position each entity to pursue independent growth strategies tailored to their unique market dynamics, while maintaining synergies in sourcing and operations.

Upon the Scheme became effective from May 01, 2025, the entire Distribution Business stands transferred from the Company and vested into KSR Footwear Limited as a 'Going Concern' on and from April 01, 2025, being the Appointed Date as determined in terms of the said Scheme.



"This demerger enables sharper focus... retail driving premiumisation and value growth."

– Rittick Roy Burman,  
MD

# Message from the Executive Chairman



## Dear Shareholders,

It gives me great pleasure to present the Annual Report for FY 2024-25, a year that underscored both our resilience and our resolve to unlock the future potential of Khadim by laying the next foundation of growth.

## Navigating External Environment

The operating environment remained mixed, with inflationary pressures and subdued discretionary spending in some markets. Yet, India's footwear industry continued to benefit from strong structural drivers like urbanisation, rising incomes, digital adoption and growing aspiration for branded fashion. These structural drivers, combined with favourable policy initiatives leading to increasing formalisation of the footwear sector, are providing us with a long runway for growth.

Several segments are driving growth in the Indian footwear market. The sports and athleisure segment are experiencing robust growth due to the rising awareness of fitness and wellness activities. The children's footwear segment is also growing, as parents become more conscious of proper foot health and a wide range of designs becomes available. Premium and luxury footwear is gaining traction among affluent consumers who seek high-quality and fashionable products. Furthermore, the demand for ethnic and traditional footwear remains strong, reflecting India's rich cultural heritage.



## Performance & Strategic Progress


Despite headwinds, Khadim sustained its retail sales momentum and further strengthened margins, supported by our asset-light model, improved product mix and enhanced operational efficiency. Revenues for the year from continuing operations stood at ₹ 4,180.3 Million. More importantly, our gross margins improved to 54.4%, up 300 basis points, reflecting improved product mix and disciplined cost control. EBITDA margin stood at 15.6%, demonstrating operational strength in a muted demand environment. Profit after Tax was ₹ 193.97 Million.


While the numbers reflect stability, what truly stands out is our progress on strategic priorities—rebalancing our portfolio, preparing for a structural realignment through demerger, and reinforcing the foundations of sustainable growth.


A defining milestone this year was the strategic decision to demerge our distribution business into a separate entity, KSR Footwear Limited. By separating the retail and distribution verticals, we are creating two distinct, sector-focussed entities. Each will benefit from independent capital allocation, sharper governance, tailored strategies and investor interest aligned with their growth trajectory. For Khadim India, the demerger means a sharper focus on retail—our core strength and growth engine. This step is expected to unlock significant value, strengthen stakeholder confidence, and pave the way for long-term scalability.


## Staying Focused on Long-Term Strategy

At Khadim, we remain steadfast to our purpose: making fashion affordable and accessible for every Indian. In doing so, we continue to strengthen the key pillars of our strategy:

 **Financial discipline:** Tight control on costs, working capital and debt, enabling improved margins and a healthier balance sheet.

 **Asset-light expansion:** Growing footprint largely through the franchise route to scale up without overextending capital.

 **Portfolio balance:** Keeping affordability at the core while steadily building aspirational sub-brands for new-age customers.

 **Customer trust:** Ensuring every decision—from pricing to product to service—reinforces Khadim as a brand that consumers can rely on.

 **Technology enablement:** Investing in digitalisation, automation and supply chain efficiencies to future-proof operations.

These focus areas have kept us resilient, even in a demanding operating environment.

## People, Culture & Governance

Behind our progress stands the unwavering commitment of our people. From store teams to office staff, from our franchise partners to our leadership, every member of the Khadim family has shown

resilience, adaptability and dedication. We continue to invest in their growth through training, leadership programmes and workplace engagement.

Equally, we remain committed to the highest standards of governance. Transparency, integrity and accountability guide all our actions, ensuring that we create long-term value while safeguarding stakeholder trust.

## Gratitude

On behalf of the Board, I express my heartfelt gratitude to our shareholders, customers, employees, franchise partners, vendors and communities. Your support has been instrumental in sustaining our momentum and guiding us forward.

I would also like to thank my colleagues on the Board for their wisdom and strategic counsel during this pivotal year. With your continued trust and encouragement, we are confident of unlocking Khadim's true potential and delivering enduring value.

Warm regards,

**Siddhartha Roy Burman**  
Executive Chairman

# Message from the Managing Director



## Dear Shareholders,

It is my privilege to share with you Khadim's progress during FY 2024-25, a year that has been both, challenging and transformative. At Khadim, our purpose has always been to make fashion accessible and affordable for every Indian while keeping pace with the aspirations of a changing nation. FY 2024-25 tested our resilience but also reinforced the strength of our strategy, our brand and our people.


## Navigating a Complex Environment


The year was marked by inflationary pressures, a prolonged heatwave and muted consumer sentiment around the election cycle. These external factors softened the discretionary spending across categories,


particularly in our core markets. At the same time, competition intensified with the entry of new organised players and aggressive pricing by local brands. Despite these headwinds, Khadim stayed resilient. We focussed on what we do best – delivering affordable, fashionable footwear supported by a strong brand recall and deep distribution reach.


## Strengthening our Competitive Edge

We made several strategic choices during the year to sustain performance and sharpen our competitive edge:

 Price rationalisation in our mother brand “Khadim” to arrest volume decline and bring value-seeking customers back to our stores. This has already helped stabilise demand.

 Premiumisation of sub-brands such as British Walkers, Sharon, Softouch and Cleo, offering stylish yet affordable footwear to aspirational customers.

 Introduction of trending categories like clogs in the EVA range and refreshed seasonal collections for Spring-Summer, Eid and Weddings.

 Athleisure foray, where we successfully test-marketed apparel and expanded lifestyle footwear. With attractive pricing and strong consumer acceptance, we expect this category to be a meaningful contributor in the coming years

Our product innovation strategy combines affordability with improved design, comfort and quality. Customers today seek both value and value-added products, and we are determined to deliver both.

## Expanding New Channels of Growth

In FY 2024-25, our network expanded to 886 stores across the country, with the franchise route contributing over three-fourths of our retail presence. During the year, we consciously closed around 30 loss-making COCO stores while adding 75 new outlets. This disciplined approach ensures store-level

profitability and stronger Return on Investments. Looking ahead, we plan to open around 50 new stores in FY 2025-26, primarily in Eastern, and Southern India, maintaining an 80:20 franchise-to-COCO mix.

Beyond traditional retail, we are actively scaling e-commerce and omni-channel platforms. Additionally, transit retail formats in airports and railway stations are gaining traction, boosting visibility and capturing impulse purchases.

## Operational Efficiencies & Technology Focus

Operational excellence is a key enabler of our strategy. During the year, we implemented Microsoft D365 Warehouse Management System at our Panchla Distribution Centre, with the first phase already live. The system will allow real-time inventory tracking, FIFO-based billing and reduced stock obsolescence.

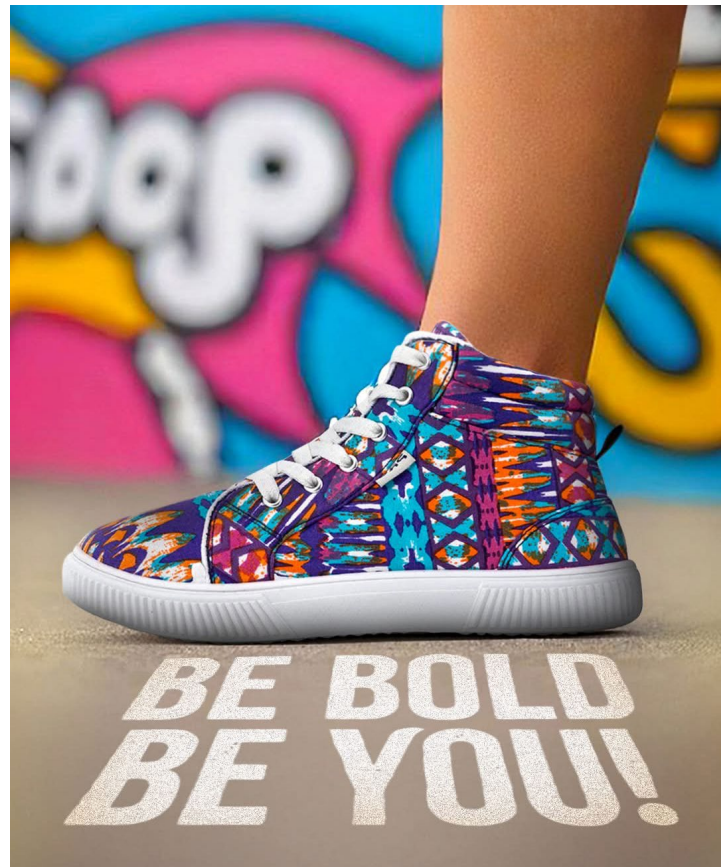
We introduced the “milk run” logistics system for local distribution within 200 km, achieving cost competitiveness and improved turnaround times. Such initiatives are strengthening our supply chain while enhancing customer service.

Our focus on financial discipline remains strong and we continue to target lowering working capital intensity, especially following the demerger. These measures will enable us to improve cash flows and profitability in the years ahead.

These initiatives, combined with prudent cost controls, have supported EBITDA margins of 15.6% in FY 2024-25 despite external headwinds.

## Marketing & Brand Strengthening

FY 2024-25 was a year of comprehensive marketing campaigns, each tailored to





regional and seasonal consumer behaviour. From Bihu in Assam to Durga Puja in Bengal, Eid and Diwali campaigns across India, school promotions in South India and pan-India wedding promotions, we reinforced our positioning as the footwear brand for every occasion.

The festive campaigns continued to celebrate our brand ethos of affordability and trust. Strategic influencer collaborations and the onboarding of new brand ambassadors amplified our appeal to younger audiences.

We also entered into a strategic partnership with Underlinen Fashion House, the licensee for Puma socks in India, enhancing our accessories portfolio. While not a large revenue driver, this association strengthens our brand visibility and consumer engagement.

## Seasoned Leadership and Competent Teams

Our leadership team brings decades of experience in the footwear industry. Supported by a skilled



management team across retail, finance, supply chain and design as well as a committed workforce, Khadim is well-positioned to deliver sustainable growth. Investment in employee training, leadership development and engagement initiatives underscores our belief that our people are our greatest asset.

## People and CSR

Our people are at the heart of our success. During FY 2024-25, we scaled up employee engagement initiatives, leadership programmes and training modules. We also addressed pay parity in our frontline sales workforce, ensuring competitive compensation and stronger retention.

On the CSR front, we supported education, skill development, nutrition and environmental



awareness programmes across West Bengal. Initiatives such as “Sahajpath” for computer literacy in Sundarbans, Montessori resource centres for rural schools, and malnutrition alleviation through “Take-Home Ration” highlight our commitment to inclusive growth.

## Outlook – Building the Next Chapter

The completion of our demerger, with the distribution business now vested in KSR Footwear Limited, marks a watershed moment in our journey. This structural realignment allows Khadim India to focus exclusively on the retail business, driving volume growth, store expansion, premiumisation and omni-channel integration. Meanwhile, KSR will chart its course, with profitability targeted by FY 2026-27.

Looking forward, our strategic priorities are clear:

-  Drive volume-led growth through value pricing in the mother brand.
-  Scale athleisure and premium sub-brands, catering to aspirational segments.
-  Expand retail footprint in high-potential geographies.
-  Deepen digital and omni-channel capabilities.
-  Strengthen supply chain efficiency and working capital management.
-  Continue employee upskilling and customer engagement.

We are confident that these steps will enable Khadim to achieve sustainable growth, strengthen brand equity and deliver enhanced value to shareholders.

## Gratitude

I take this opportunity to thank our shareholders, employees, franchise partners, vendors and customers for their continued

trust and support. Together, we are writing a new chapter in Khadim's journey—one that balances resilience with renewal, and tradition with innovation.

Warm regards,

**Rittick Roy Burman**  
Managing Director



## Retail Business

# Driving Retail Excellence

We continued to strengthen our retail business in FY 2024-25, even in the year marked by a volatile macroeconomic environment, inflationary pressures and shifting consumer spending patterns. Retail remained the cornerstone of our performance, supported by our expansive store network, strong brand recall and ability to adapt swiftly to changing market realities. By focussing on an asset-light growth model, rationalising prices, premiumising sub-brands and technology-led efficiencies, we reinforced our leadership in value-driven footwear while positioning ourselves for sustainable long-term growth.

**Retail remains our primary business driver following the demerger of the distribution business.**

213  
**COCO stores\***

673  
**Franchise-run outlets\***

\*As on March 31, 2025

Franchise stores accounted for nearly three-fourths of our retail presence, reflecting our commitment to an asset-light, scalable model.

During the year, we added 75 new stores while closing ~30 loss-making COCO. Our expansion was concentrated in the Eastern and Southern regions, where Khadim enjoys strong brand salience and rising consumer demand.

### Revitalising Stores and Markets

A key strategic shift in FY 2024-25 was our focus on rejuvenating existing stronghold markets. We implemented policy changes in our franchise and COCO models, resulting in renewed sales traction across Eastern India. Store renovation and upgradation were also prioritised to improve the in-store experience and to drive same-store growth (SSG). Our philosophy remains clear – to build a profitable retail network with meaningful, high-performing stores rather than pursuing growth at the expense of sustainability.

### Customer-Centricity: Product Innovation, Premiumisation and Quality Control

Consumer demand is increasingly polarised between value-seeking customers and aspirational buyers seeking style, comfort and quality. To address this duality, we undertook price rationalisation in our flagship Khadim brand, making core products more affordable and competitive while simultaneously pushing premiumisation through our sub-brands – British Walkers, Sharon, Cleo, PRO and Softouch. This strategy helped us arrest three years of volume decline and stabilise sales.

Our design capabilities were significantly enhanced this year, with over 400 new designs launched during Autumn/ Winter and another 300 introduced for Spring/ Summer 2025. These covered trading categories including sports, formal, open footwear and clogs. Premiumisation efforts, particularly in sub-brands, resulted in higher Average Selling Prices (ASPs) and better gross margins, even as we preserved



affordability for our core consumer base.

A major highlight was the launch of our athleisure line, targeted at the fast-growing comfort and lifestyle segment. Following a successful pilot in 30-40 stores, we are now scaling this category to over 200 COCO and franchise outlets in FY 2025-26. Priced at an affordable ₹ 500-700 range, this segment is expected to meaningfully contribute to topline growth and improve store productivity without incremental cost pressures.

We maintain rigorous 4-layer quality checks across the product lifestyle, complemented by process re-engineering and continuous vendor audits. Our Kolkata laboratory ensures compliance with Bureau of Indian Standards (BIS) protocols, while investments in premium materials and value engineering improve durability, comfort, and style.

## E-commerce and Omni-channel Integration

Our retail business continued to embrace digital transformation, with significant investment in technology and omni-channel initiatives.

### E-commerce Efficiency:

During FY 204-25, we transitioned our online warehouse operations to Ekart Logistics, converting fixed costs into variable costs and achieving considerable savings. This also improved return handling and customer service efficiency.

### Technology Backbone:

We continue to adopt technology across the value chain – from product design to retail management. We rolled out Microsoft D365 Warehouse Management System at our warehouse enhancing inventory visibility, reducing

stock obsolescence, and enabling faster turnaround. A fully automated e-commerce facility at Haringhata, further strengthened logistics efficiency. The Live Retail App provides real-time sales insights, while omni-channel integration ensures seamless customer experiences across digital and physical platforms. Migration of HR and payroll processes to advanced systems has streamlined operations and improved employee engagement.

### Omni-channel Experience:

Our online and offline platforms were fully integrated, enabling consumers to browse online, purchase in-store, and benefit from services like same-day delivery. This seamless integration supported customer convenience, loyalty, and sales conversion.

### Digital-first Brand Building:

We also launched a dedicated British Walkers website, strengthening digital presence for our premium footwear brand.

## Marketing and Consumer Engagement

Marketing remained a key enabler of retail growth. During FY 2024-25, Khadim executed pan-India campaigns aligned with cultural moments, festivals, and seasonal demand. Key campaigns included Bihu in Assam, Eid promotions in Bengal and Assam, Durga Puja activations in Kolkata and the East, and nationwide campaigns around Diwali, weddings, and school seasons.

Our campaigns blended traditional media (print, OOH, radio) with digital strategies and influencer tie-ups, maximising consumer outreach and brand resonance. Visual merchandising, in-store






activations, and promotional offers further enriched the shopping experience.

A strategic partnership with Puma (socks) was also launched, expanding our product basket and serving as a footfall driver. This initiative positions Khadim stores as multi-category destinations, allowing cross-selling of Khadim's own footwear alongside international accessory brands.

(Read more about our marketing activities on page 20-21)

## The Road Ahead

Khadim enters FY 2025-26 with a sharper, more agile retail business. Our focus will be on:

-  Expanding our asset-light retail footprint with ~50 new stores, primarily in Eastern and Southern India.
-  Scaling up athleisure and lifestyle categories to capture younger demographics and rising comfort-driven trends.
-  Driving volume-led growth through rationalised pricing in core brands, while enhancing margins through premiumised sub-brands.
-  Strengthening operational efficiencies via supply chain optimisation, digital adoption, and cost management.
-  Enhancing customer connect with sharper marketing initiatives, omni-channel convenience, and store-level experiences.

With these strategic imperatives, Khadim is confident of reinforcing its position as a leading value-fashion footwear brand in India and unlocking new avenues of growth and profitability in the years ahead.

## Marketing

# Redefining Brand Engagement for New Era

At Khadim, we remain steadfast in our commitment to making fashion accessible to all Indians, ensuring our journey aligns seamlessly with the diverse needs of customers across the nation. Our comprehensive marketing strategy employs a sophisticated blend of offline and online initiatives, strategically designed to maximise outreach and drive sales across multiple demographics.

This integrated approach encompasses tactical and festive campaigns executed throughout India, creating a wide-reaching impact that resonates with local cultures and consumer preferences.

## Cultural connect through Festival Marketing

During the fiscal year, we executed an extensive portfolio of culturally relevant marketing activities designed to enhance brand visibility and strengthen consumer connections across India. Our festival-centric approach included targeted campaigns for Bihu, Durga Puja, Diwali, Eid and wedding seasons, alongside strategic school campaigns, end-of-season sales, new store opening promotions and new product launch initiatives

## Regional Excellence: Bihu Campaign in Assam

Our Bihu campaign exemplified regional marketing excellence, creating deep cultural resonance across Assam. The campaign featured strategically deployed Khadim-branded canter vans

that served as dynamic mobile billboards, capturing local consumer attention throughout the region. Complementing the mobile strategy, we installed strategically positioned hoardings to ensure comprehensive message penetration across every corner of Assam. Our retail spaces were transformed through culturally authentic visual merchandising, featuring Bihu-themed door posters, window displays and dangles that celebrated local traditions while showcasing our brand value.

## National Reach: School Campaign Initiative

Our All India School Campaign, executed during May and June 2024, demonstrated our commitment to serving India's student community. With particular emphasis on Tamil Nadu, Karnataka and Andhra Pradesh, the campaign employed diverse media strategies including comprehensive bus advertising, targeted bus-back promotions, auto rikshaw branding and sophisticated point-of-sale materials. This multi-channel approach ensured effective penetration of our target student demographic across key educational markets.



## Premium Festival Marketing: Durga Puja Campaign

The Durga Puja Campaign represented our most comprehensive festival marketing initiative, featuring an attractive gift strategy that captured the essence of Bengal's grandest celebration. Our media presence included prominent press advertisements across leading publications such as Ananda Bazar Patrika, Telegraph, T2, Times of India, Bartaman, Asamiya Pratidin, Dainik Sambad and Prameya.

Strategic influencer collaborations, notably with Bitkel Bangali, amplified our social media reach and engagement.



Our digital strategy was anchored by a Google P-Max campaign promoting exclusive Durga Puja offers, effectively driving both online and offline traffic.

The campaign's outdoor presence was equally impressive, featuring strategically positioned pre-puja hoardings and 100 Khadim puja-themed buses throughout Kolkata, creating dynamic moving advertisements that captured consumer attention citywide. Our radio presence spanned multiple stations, including Mirchi, Red FM, Big FM, Radio One, Radio Misty and Gupshup across Kolkata, Siliguri and Guwahati. Retail spaces were enhanced with puja-themed visual merchandising that authentically captured the local essence.

## National Festival Campaigns

Our Diwali campaign exemplified pan-India execution excellence, utilising diverse media channels including Canter vans, toto branding, auto-back advertisements, strategic leaflet distribution, and gate branding to maximise national outreach.

Similarly, our wedding campaign focussed on high-potential markets in Uttar Pradesh, Bihar and Jharkhand, employing a comprehensive media mix encompassing press advertisements, hoardings, mobile advertising, social media influencer activities and innovative banner advertisements on the Daily Hunt news portal.

The End of the Season Sale Campaign demonstrated targeted regional focus while maintaining national presence, with particular emphasis on the West Bengal market. Our integrated approach included press advertisements, bus branding, social media influencer collaborations, WhatsApp messaging and enhanced in-store materials.

## Retail Expansion and Product Innovation

FY 2024-25 marked a significant milestone in our retail expansion journey with the successful launch of 75 new stores across various regions in India. This expansion was supported by comprehensive branding strategies encompassing both external and internal store branding, ensuring visual appeal and brand recognition. Our promotional outreach employed diverse marketing channels including mobile advertising through canter vans, Totos and auto rickshaws, complemented by strategic leaflet distribution and direct WhatsApp engagement.

Our product innovation strategy culminated into introduction of several exciting new collections, including British Walkers Premium Collection and Comfort range, alongside Sharon California Construction and PRO sneakers, priced competitively. These launches were supported by integrated communication strategies featuring press advertisements, sophisticated Point of Sale materials and strategic visual merchandising designed to effectively showcase product features and drive consumer engagement.

## Strategic Marketing Impact

Through these comprehensive initiatives, Khadim has successfully strengthened its position as India's accessible fashion footwear brand, creating meaningful connections with diverse consumer segments while driving sustainable business growth across all operational markets. Our integrated approach to festival marketing, regional customisation, and product innovation continues to set industry benchmarks for culturally relevant and commercially effective marketing excellence.



## Our People

# Advancing Workforce Excellence

Our employees are our most valuable asset and cornerstone of our success. We are committed to fostering an inclusive and empowering environment that enables our people to thrive both personally and professionally. In FY 2024-25, we intensified our efforts to invest in our workforce, offering robust opportunities for skill development, well-being, and engagement to align with our organisational goals and culture.

**726**  
Total permanent employees\*

\*As on March 31, 2025



## Promoting Well-being

Employee welfare remains a key priority of our Human Resources philosophy. During FY 2024-25, we scaled up our wellness initiatives through strategic partnerships with external health experts to ensure comprehensive care for our employees. Key programs included

### Health Talk on Heat Stroke:

An awareness session to educate employees on preventing and managing heat stroke, addressing seasonal health challenges.

### Eye Screening Programme:

Conducted to promote eye health and early detection of vision issues among employees.

### Employee Wellness Programme:

Cardio Care Health Check-up Camps were organised for our people, prioritising the well-being of our employees.



### **General Health Checkup Programmes:**

Comprehensive health checkups were conducted to monitor and support employee health.

### **Body Composition Analysis Health Checkup:**

A specialised program to assess and guide employees on maintaining healthy body metrics.

### **Comprehensive Health Checkup Camp for Warehouse Workforce:**

Tailored health screenings to support the well-being of our warehouse employees.

### **Retail KPI:**

Strengthened skills in achieving key performance indicators in retail operations.

### **Classroom Training:**

Covered diverse topics like grooming, communication skills, and time management.

### **Induction Training:**

Welcomed new hires with comprehensive onboarding to align with Khadim's culture and goals.

## **Fostering Employee Engagement**

We believe strong employee connections drive creativity, innovation, and organisational growth. In FY 2024-25, we celebrated key festivals and events to foster a sense of belonging and team cohesion:

### **Durgapuja Celebration:**

A vibrant celebration to unite employees in cultural festivities.

### **Diwali Celebration at Stores:**

Festive activities across our retail network to boost team spirit.

### **Retail Employee Day Celebration:**

Recognised the dedication of our retail workforce.

### **Dil ki Suno, GOONJ.. Karo:**

A clothes collection drive during Daan Utsav 2024, where employees donated gently used clothing to support communities in need, fostering a culture of social responsibility.



## **Facilitating Learning and Development**

Our training programs are designed to enhance current skills while preparing employees for future growth. In FY 2024-25, we conducted 144 training sessions, with 60 training content modules posted on the K-Pathshala app, covering critical areas such as:

### **Customer Service:**

Focused on enhancing customer interactions and satisfaction.

### **Season Launch:**

Equipped employees with knowledge about new product ranges and market strategies.

### **Product Knowledge:**

Deepened understanding of our footwear and accessory offerings.

## **Specialised programs included:**

### **Communication Skills Training:**

Enhanced interpersonal and professional communication capabilities.

### **Facilitation & Presentation Skills Training:**

Guided employees on setting clear goals, prioritising tasks, and using tools for efficient planning and collaboration.


### **Excel Skills Training:**

Upskilled employees in data management and analysis to boost operational efficiency.

We also carried out focussed leadership development programmes and internal training sessions to upskill our teams across various functions.

## **Talent Acquisition & Retention**

We continued our strategic focus on recruiting talent who align with our organisational culture and values. Our approach emphasised:

 Cultural fit assessment during recruitment processes

 Comprehensive onboarding programmes for new employees

 Retention strategies focussed on career development and growth opportunities

 Creating pathways for internal mobility and advancement



**Corporate Social Responsibility****Commitment to Communities**

Khadim India Limited remains committed to creating a positive impact on society through its Corporate Social Responsibility (CSR) initiatives. In FY 2024-25, we focussed on empowering communities, promoting education, enhancing livelihoods, and addressing environmental and nutritional challenges. These efforts reflect our dedication to sustainable development and social upliftment, aligning with our core values of inclusivity and responsibility. Our initiatives touched numerous lives across West Bengal, fostering education, skill development, environmental awareness, and improved health outcomes for vulnerable populations.

**CSR Initiatives****Nature Care Initiative:**

Supported to organise the Seminar namely, “Climate - 24 (Navigating the Climate Crisis)” at Bengal School of Technology, Hooghly, Kolkata, to raise awareness about climate change, global warming, and environmental issues.

**Resurrection:**

Supported the “Sahajpath” project, providing computer training for children and students in Sundarban’s rural areas to promote education and enhance livelihood opportunities.

**Pathchala:**

Supported facilitation of skill development by teaching the art of creating handmade products to adult students and their families from slums in West Bengal.







# ₹16,56,600

## Total CSR Expenditure

### Child In Need Institute (CINI):

Contributed to the “Badhte Kadam” project, supporting quality learning and education continuity for 25 children aged 10-16 from vulnerable slums in Topsia, Kolkata.

### Katakhali Swapnopuron Welfare Society:

Supported Katakhali Swapnopuron Welfare Society to establish Montessori Resource Centres in schools at Hingalgarj (Main Branch), Ghuni, and Kalitala, West Bengal, equipping

them with comprehensive Montessori materials, impacting approximately 350 students.

### Sahayata Foundation:

Provided “Take-Home Ration” facilities to improve the nutritional status of malnourished mothers and their babies.



## Board of Directors

# Strategic Leadership



**Mr. Siddhartha Roy Burman**  
Executive Chairman

He is one of the Promoter of the Company.

He has been associated with the Company since its incorporation and has over 42 years of experience in the footwear industry. He is at the helm of overall strategic decision-making of the Company and provides leadership to all operations.

He holds a Bachelor's degree in Commerce from the University of Calcutta.



**Mr. Rittick Roy Burman**  
Managing Director

He is a member of the Promoter Group of the Company.

He has been appointed as a Managing Director with effect from April 2025.

Prior to his appointment as a Managing Director, he served the Company as a Whole-time Director.

He is responsible for overall strategy and long-term growth of the Company. His diverse experience across different departments has provided him with a comprehensive understanding of the business.

He holds a Bachelor's Degree in Commerce from the University of Calcutta. He is also a Management Graduate from University of California, Berkeley.



**Prof. (Dr.) Surabhi Banerjee**  
Independent Director

She joined the Company as an Independent Director in May 2017.

She has 38 years of experience as an academician. Prior to joining our Company, she was associated as Vice Chancellor with the Central University of Orissa, University of Gour Banga and Netaji Subhas State Open University.

She holds a Master's Degree in Arts from the University of Leeds and a Doctorate in English from the University of Calcutta.



**Mr. Alok Chauthmal  
Churiwala**

**Independent Director**

He joined the Company as an Independent Director in May 2018.

He is a third generation stockbroker and an angel investor with a rich experience of over 27 years in the Indian Capital Markets. As the driving force behind, Churiwala Securities Private Limited (CSPL), his focus and vision enabled the CSPL to establish itself as a prominent and respected player in the industry. He has been instrumental in starting the CDSL and NSE operations of the Churiwala Group. He also played a key role for the CSPL's tie up with Larsen & Toubro and Trade.com for their Internet venture (Lttrade.com).

He holds a Bachelor's Degree of Commerce from H.R. College of Commerce & Economics, Mumbai. He also holds a Diploma in Securities Law from the Government Law College, Mumbai and he has completed executive learning programmes from IIM, Ahmedabad & Indian School of Business, Hyderabad.



**Mr. Ritoban Roy Burman**

**Non-Executive  
Non-Independent Director**

He was appointed as a Non-Executive Non-Independent Director of the Company in December 2017.

He joined the Company in 2013 as Manager-Marketing and served in this capacity till November 2017. During this period, he gained good exposure in various aspects of footwear marketing. Since then, he has been an integral part of our organisation, contributing his valuable expertise across different facets of the business.

He holds a Bachelor's Degree in Mass Communication from St. Xavier's College, Kolkata.



**Mrs. Upama Mukherjee**

**Independent Director**

She has been associated with the Company since September 2024 and has been re-designated as an Independent Director of the Company effective April 2025.

She is a Practicing Chartered Accountant.

Before stepping into independent practice, in her illustrious career of over 36 years in audit and other allied functions, she was associated with Deloitte Haskins & Sells, Chartered Accountants, for last 19 years and retired as Director in April 2024. Prior to that, she was associated with Lovelock & Lewes (a network firm of PwC), Chartered Accountants, for 15 years.

In a varied and distinguished career, she specialises in statutory audit and various other audits, internal control evaluation and process review & other financial assurance matters.

She is a Fellow Member of the Institute of Chartered Accountants of India and holds a Bachelor's Degree in Commerce from the University of Calcutta.



# Leadership Team



**Mr. Indrajit Chaudhuri**  
**Group Chief Financial Officer**

He joined the Company in May 2007.

He has an experience of over 24 years in finance & accounts, taxation and strategic planning. He is responsible for finance, accounts, taxation, treasury management and overall financial control. Additionally, he is also responsible for the Legal & Secretarial, HRM and General Administration verticals.

Prior to joining the Company, he was associated with M/s P. G. Shah and Co., Chartered Accountants.

He is a Fellow Member of the Institute of Chartered Accountants of India and also holds a Master's Degree in Commerce from the University of Calcutta.



**Mr. Abhijit Dan**  
**Group Company Secretary & Head - Legal**

He joined the Company as CS & Head – Legal in May 2015.

He has over 24 years of experience in secretarial and legal affairs and is responsible for the overall secretarial and legal functions of the Company.

Before joining the Company, he was associated with MCPI Private Limited (Formerly, Mitsubishi Chemical Corp. PTA India Private Limited), Emami Infrastructure Limited and Burnpur Cement Limited.

He holds a Bachelor's Degree in Economics from the University of Calcutta. He is an Associate Member of the Institute of Company Secretaries of India and also holds a Bachelor's Degree in Law.



**Mr. Aranya Ray**  
**General Manager - Supply Chain Management**

He joined the Company in August 2005 and possesses an overall experience of 25 years in supply chain, buying and merchandising.

He is responsible for supply chain, logistics, procurement and merchandising in the Company.

Prior to joining the Company, he was associated with Companies like ICI India Limited and ITC Limited.

He holds a Master's Degree in Business Administration from Sikkim Manipal University and a Master's Degree in Science (M.Sc. - Physics) from the University of Calcutta.



**Mr. Kaushik Dutta**  
**Assistant General Manager - Sales**

He joined the Company in March 2007 and holds around 21 years of experience in the field of retail sales & marketing within the footwear domain.

He leads the entire Retail and E-commerce business of the Company.

He was associated with Pantaloons Retail India Limited prior to joining the Company.

He has done PGCBM from XLRI Jamshedpur and holds a Bachelor's degree in Science from the University of Calcutta.



# Management Discussion & Analysis

## INDUSTRY STRUCTURE AND DEVELOPMENTS

The global footwear market is a multi-billion-dollar industry within the broader clothing and apparel sector, encompassing a wide range of products like shoes, sneakers, luxury and athletic footwear, and sporting shoes. The footwear market globally is projected to generate USD 500.55 billion in revenue by CY2025, with a compound annual growth rate (CAGR) of 3.58% between CY2025 and CY2029<sup>1</sup>.

The footwear industry is rapidly evolving, shaped by the emerging trends. The key drivers for its progress are the increased spending on premium luxury footwear, rising disposable incomes—especially in emerging economies—and the growing influence of online shopping platforms, along with social media marketing. comfort and functionality are other key priorities that cater to aspirational consumers.

The Indian footwear market is also thriving, fuelled by rising e-commerce sales and an expanding middle class. Exposure to global fashion trends and a large, youthful population are fuelling demand for stylish and trendy footwear. Government initiatives like Make in India are supporting domestic production, while the rise of organised retail and the growth of exclusive brand outlets are enhancing consumer access to a wide range of footwear options. Leading brands are driving innovation with eco-friendly designs and an expanding product range.

In CY2025, the total revenue generated in India's footwear market is estimated to be USD 33.86 Billion, and the market is expected to grow annually by a CAGR of 7.73% from CY2025 to CY2030. A revenue of USD 23.28 per person is projected to be generated in the Indian footwear market in CY2025. By CY2030, the footwear market volume is expected to be ~4.0 Billion pairs. It is also noteworthy that in CY2025, 97% of the total sales in the Indian footwear market will be attributed to the non-luxury segment<sup>2</sup>.

<sup>1</sup><https://www.statista.com/outlook/cmo/footwear/worldwide>

<sup>2</sup><https://www.statista.com/outlook/cmo/footwear/india>



# Management Discussion & Analysis

## COMPANY OVERVIEW

Khadim India Limited (also referred to as 'Khadim' or the 'Company'), trading under the brand name 'Khadim', is a distinguished footwear Company with legacy of more than six decades in the Indian footwear sector. Based in Kolkata, West Bengal, the Company ranks as the second-largest footwear retailer in India, with a strong foothold in Eastern and Southern India.

The Company was operating under two distinct business models - Retail and Distribution. However, the Distribution Business including the entire manufacturing units was demerged from the Company and vested with a new Company namely KSR Footwear Limited ("Resulting Company") w.e.f. April 01, 2025 (being the Appointed Date) as a "Going Concern" pursuant to sanction of Scheme of Arrangement in this regard by Hon'ble National Company Law Tribunal, Kolkata Bench, ('NCLT') vide its Order dated March 27, 2025 upon Scheme became effective on and from May 01, 2025.

Committed to delivering stylish and comfortable footwear at accessible prices, the Company stays true to its core philosophy: "Affordable fashion for everyone". The retail business, which is the Company's sole focus post-demerger, provides a diverse range of high-quality, affordably priced footwear for all age groups. Its presence extends across malls, high-street locations, airports, and railway stations, ensuring accessibility in urban, semi-urban, and small-town markets.

By understanding the needs of price-conscious customers, Khadim's retail arm strives to deliver exceptional value to India's growing middle class. The brand consistently introduces new designs that appeal to millennials and Gen Z, staying ahead of evolving fashion trends. Through its extensive retail network, Khadim aims to ensure customer satisfaction and strong stakeholder returns, positioning the brand as a go-to choice for fashionable footwear without a premium price tag.





# Management Discussion & Analysis

## OPERATIONAL & FINANCIAL HIGHLIGHTS

In the financial year 2024-25, Net Sales from continuing operations for the Company stood at ₹ 4,180.33 Million, as against ₹ 4,262.52 Million in the previous year, making a fall of 1.93%.

Operating EBITDA stood at ₹ 652.73 Million, down by 9.64% YoY. EBITDA margin stood at 15.61% of net sales, against 16.95% in the last fiscal.

Profit before Tax was ₹ 220.12 Million as against Profit before Tax of ₹ 271.99 Million in the previous year, down by 19.07%.

Profit after Tax was ₹ 193.97 Million as against Profit after Tax of ₹ 233.28 Million in the previous year, down by 16.85%. Gross margin for 2024-25 stood at 54.35%, up by 291 basis points year-on-year.



# Management Discussion & Analysis

## Business Overview

Khadim operates exclusively through its retail business, which serves as the primary driver of the company's growth and market presence. As of 31 March 2025, the Company had established a robust network comprising 886 Khadim-branded retail stores, spanning 24 states and 4 Union Territories, with 76% of these outlets operating through the franchise model. This extensive footprint positions Khadim as one of the leading footwear retailers in India, providing access to a wide and diverse customer base nationwide.

The retail division is supported by a dynamic omni-channel strategy, which integrates a strong e-commerce platform with the brick-and-mortar presence. Initiatives such as an enhanced online shopping experience, seamless navigation, optimised

checkout processes, and omni-channel service including same-day delivery, allow Khadim to deliver convenient, accessible and engaging services to customers across different touchpoints.

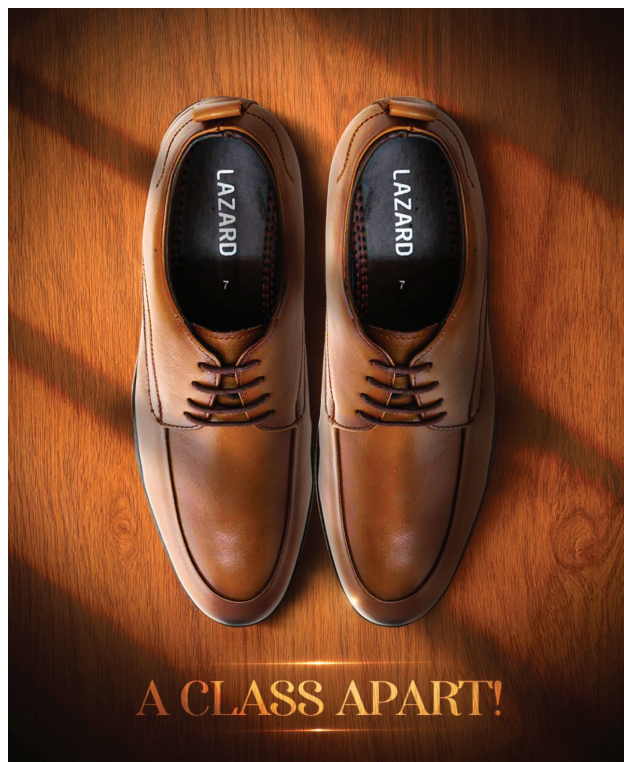
All products sold through Khadim's retail network are procured only via contract manufacturing and outsourcing arrangements. This asset-light approach enables the Company to maintain agility, efficiently manage inventory, and respond quickly to changing fashion trends and consumer demand.

Khadim's focus on affordable pricing, continuous product innovation, and customer-centric marketing activities has enabled it to capture emerging opportunities in new catchment areas and underpenetrated markets, particularly in Eastern and Southern India. Store expansion, ongoing renovation of existing stores, investments in technology, and targeted marketing campaigns position Khadim to further strengthen its leadership in the footwear retail landscape. The Company's retail business targets middle and upper-middle-income consumers in metropolitan areas as well as Tier I to Tier III cities through exclusive retail stores. These stores include both COCO outlets and Franchises, mainly located in high street stores and malls. Through an asset-light model, the Company is expanding its store network nationwide while emphasising premiumisation for sustainable growth.





# Management Discussion & Analysis



The Company opened 75 new stores in FY 2024-25, expanding its retail network in markets across the country. With this, it has taken its total retail footprint to 886 retail outlets across 24 states and 4 union territories as of March 31, 2025. These include 213 Company Owned Company Operated stores (COCO) and 673 Franchisees (in various forms).

Presently, the Company promote the mother brand “Khadim” and 9 sub-brands namely, ‘British Walker’, ‘Lazard’, ‘Turk’, ‘Pro’, ‘Sharon’, ‘Cleo’, ‘Softouch’, ‘Adrianna’ and ‘Bonito’ with varied product offerings.

The Company’s extensive product range includes leather/non-leather sandals, slippers, boots, ballerinas, stilettos, moccasins, sports shoes and accessories (socks, shoe polishes, brushes, leather belts, wallets and laptop bags, etc.) at price points ranging between ₹105 and ₹4,199. The varied brand options under this segment are targeted at the middle and upper middle-income consumers in metros (including mini metros), Tier I – III cities, consumers of different age groups, and at affordable prices. With its innovative products, the Company stays tuned to market trends and changing consumer preferences, and resonates strongly with Millennials and Gen-Z.

Throughout 2024-25, Khadim India implemented several strategies to drive sales and attract consumers. The company focussed on its core retail business,

specifically by reducing the MRP of its mother brand, Khadim, to boost sales and consumer appeal. This strategic pricing adjustment was not applied to its premium sub-brands.

Concurrently, the Company has continued to strengthen its retail footprint, particularly in its stronghold regions of East and South India. The Company is expanding its business mainly in the Eastern and Southern region through COCO and Franchise model. This enables the Company to quickly achieve break-even in these dominant market place. In contrast, the company is taking a more cautious and selective approach while opening new stores in West and North India. These expansion strategies are aimed at capitalising on brand recognition and optimising operational models across different markets.

With the intention to deepen its roots in the retail space through collaboration with Puma, the German multinational corporation for selling its socks, the Company has entered into a tie-up with Underlinen Fashion House, exclusive licensee and master distributor for Puma socks and other Puma products in India.



# Management Discussion & Analysis

## Market presence

**886**

Retail outlets

**28**

States

**4**

Union territories

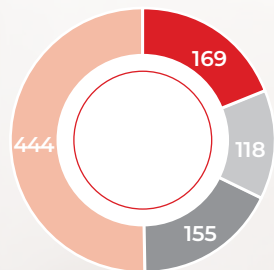
**213**

COCO stores

**673**

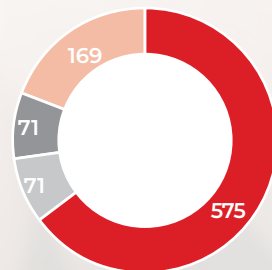
Franchise stores

### Retail stores – Tier-wise



■ Metro & Mini Metro  
■ Tier I ■ Tier III  
■ Tier II

### Retail stores – Zone-wise



■ East ■ West  
■ North ■ South

UNVEILING  
GRACEFUL  
STEPS



# Management Discussion & Analysis

## Asset Light Model for growth

The Company follows an asset light model in its business. It's focus remains on entering into new markets through COCOs and further augmenting presence in such markets through franchisees. This growth strategy aligns with the Company's asset-light model, as all products sold through its retail network are procured exclusively through contract manufacturing and outsourcing arrangements.

## E-Commerce and Quick Commerce

Khadim India Limited has implemented a comprehensive strategy to enhance its e-commerce and omni-channel capabilities, aligning with the evolving digital retail landscape.

The company has made significant improvements to its e-commerce platform, focussing on user experience, streamlined navigation, and a more efficient checkout process. This has been a key driver in boosting online sales and improving customer retention. Simultaneously, Khadim has successfully integrated its online and physical brick-and-mortar stores to create a seamless shopping experience, enabling customers to browse products online and complete purchases in-store. This omni-channel approach also supports services like same-day delivery.

A pivotal move has been the company's shift of its e-commerce operations to Ekart. The company has rolled out a fully automated e-commerce channel at its Haringhata facility, further streamlining its digital operations. This transition from a fixed-cost model with an in-house warehouse to a variable-cost model has resulted in an approximate 20% reduction in costs, while also leveraging Ekart's superior infrastructure to enhance customer service. This operational change was accompanied by a technology upgrade, replacing the homegrown software with the more advanced Microsoft D365 WMS (Warehouse Management System).

Furthermore, Khadim has launched a dedicated website, [www.britishwalkers.com](http://www.britishwalkers.com), for its premium sub-brand, British Walkers, to provide a focussed digital presence.





# Management Discussion & Analysis

## Marketing and Branding

A strategic blend of marketing, product innovation, and improved margins—alongside dynamic brand campaigns—has helped the Company elevate its market presence. To strengthen consumer connections, the Company continues to invest in targeted marketing initiatives that enhance engagement and reinforce its brand identity.

### Marketing initiatives & developments, FY 2024-25

Throughout FY 2024-25, Khadim India Limited undertook a wide range of marketing and branding initiatives to boost brand visibility, increase customer outreach, and drive sales. The Company's strategy combines both offline and online approaches to align with its core philosophy of providing affordable fashion for all.

The Company executed a series of tactical and festive campaigns across India. These included region-specific campaigns like the Bihu Campaign in Assam, which used Canter Vans and hoardings to capture the local cultural essence. A nationwide School Campaign was conducted, focussing on key markets in the South and employing bus and auto branding. Major festivals



were also a focus, with comprehensive campaigns for Durga Puja, Diwali, and Eid that used a mix of press advertisements, influencer collaborations, and digital channels. For the wedding season, Khadim launched extensive campaigns in Uttar Pradesh, Bihar, and Jharkhand using a variety of media to reassure customers of its stylish yet affordable offerings. Additionally, targeted promotions were run for the End-of-Season Sale and for the launch of new stores.



Khadim is also enhancing its brand and customer engagement through several developments. The Company now uses personalised marketing strategies by analysing customer data to tailor promotions and offers, increasing engagement and loyalty. It has responded to consumer demand by reducing prices for its Khadim mother brand to deliver value, while simultaneously working on premium value-added products for its sub-brands. These premium lines, along with new product ranges for Spring Summer, Eid, and wedding collections, aim to meet diverse customer needs. Furthermore, Khadim has successfully test-marketed new product lines such as an Athleisure line, priced competitively to drive volume sales, and ready-made garments, both of which are moving towards commercialisation and are expected to positively impact revenue and gross margins. A new website for the British Walkers sub-brand has also been launched to create a focussed digital presence.

# Management Discussion & Analysis

## Key Strengths & Opportunities

Khadim's retail business stands well-placed to benefit from multiple growth opportunities within India's evolving footwear landscape. The Company's extensive presence across 886 retail stores as of March 31, 2025, spanning 24 states and 4 union territories, enables it to capitalise on rising consumer demand in both established and emerging markets. Strategic expansion continues, with a focus on new store openings in high-footfall locations across Eastern and Southern India, where retail break-even is typically achieved within 12 months.

The Company has adopted a franchise-led model, driving scalability and cost efficiency, with 76% of outlets now operated by franchise partners. Khadim also prioritises ROI-focussed store planning, ensuring new locations meet rigorous sales and profitability criteria. Renovation of existing stores and investment in in-store experience further contribute to enhanced customer engagement and loyalty.

Khadim responds proactively to shifting consumer preferences by regularly updating its product offering, emphasising quality, affordability, and comfort. The introduction of new designs—such as autumn/winter styles and spring/summer styles—strengthens the Company's appeal to value-conscious customers and supports increased volume growth. In addition, product innovation through trending categories like clogs and affordable athleisure expands market reach and matches evolving fashion sensibilities.

The Company leverages technology to reinforce its competitive edge, from the use of advanced manufacturing processes to the roll-out of the Live Retail Mobile App for sales tracking at the outlet level. E-commerce and omni-channel initiatives are being strengthened, including the introduction of a new British Walkers portal and the shift of fulfilment logistics to efficient partners, delivering better customer experience and cost savings.

Khadim's brand-building efforts, driven by focussed marketing campaigns around festive and local occasions, new store launches, and product introductions, are designed to drive footfall and enhance visibility. The advancing adoption of automated warehouse management systems, personalised marketing, and customer feedback surveys ensures that retail operations remain responsive, nimble, and oriented toward long-term growth.

The Company's retail strategy is underpinned by a commitment to affordability and accessibility, making fashion footwear available to a broader spectrum of Indian consumers. Through continuous store network expansion, agile merchandising, and sustained focus on quality, Khadim is well-positioned to leverage the opportunities in India's dynamic retail environment and deliver value for stakeholders.



# Management Discussion & Analysis

## RISKS, THREATS, CONCERNS & MITIGATION

The Company has in place a proper risk management framework which forms an integral part of the strategy and planning process. The Company time to time identifies and undertakes appropriate mitigation measures for various types of risks, as stated below:

### Changing Consumer Preferences

**Risk:** Consumer preferences are rapidly changing, with a rising interest for sustainable, eco-friendly, and personalised products, which forces the Company to remain active and responsive to evolving trends and preferences.

**Mitigation:** The Company continuously monitors market trends and consumer feedback to adapt its product offerings. The Company consistently upgrades its products with new designs based on extensive research and focus on digital campaigns to build the brand and attract customers.

### Competition from peers

**Risk:** Company operates in an extremely competitive market with our peers who have similar product lines and services that lead to pressure on margins.

**Mitigation:** The Company's strength is its wide range of family-oriented products. The Company is expanding its market presence by growing its retail network. Strategic marketing and partnerships are key to increasing brand value and customer base.

### Higher Inflation and Subdued Demand

**Risk:** Increasing inflation coupled with higher living costs impact purchasing power of the people and thereby impact spend on non-essential stuff which includes footwear.

**Mitigation:** The Company maintains a diverse product range, from premium and affordable options, ensuring accessibility and affordability to different consumer segments, thereby reaching a broader audience. The Company has also taken steps to reduce the price of its products in the mother brand 'Khadim' to enhance its demand.

### Technological Advancements

**Risk:** Fast Modernisation of technology can render existing processes and products obsolete, needing continuous innovation.

**Mitigation:** The Company invests in R&D to stay ahead in technological trends. Moreover, the Company successfully implemented omni-channel services, linking stores with advanced technology platforms for better customer services.

### Regulatory Compliance

**Risk:** Adhering to stringent regulatory standards and compliance requirements, adds complexity & costs for the Company. The Central Government's mandate for the footwear industry to comply with Bureau of Indian Standards (BIS) quality norms demands strict adherence to quality standards, posing significant operational challenges.

**Mitigation:** The Company has adopted measures to comply with the regulatory shift. The Company is diligently monitoring the situation and taking necessary steps to ensure full compliance with the orders.



# Management Discussion & Analysis

## OUTLOOK

The Company continues to leverage its business to further growth in the respective segments. It is capitalising on quick commerce as a part of its diversification strategy and partnering with e-commerce platforms for utility products. The demerger of its retail and distribution businesses has marked a key shift in its growth. Additionally, government initiatives supporting the leather and footwear industries—such as improved credit access, duty rationalisation, and stable policy frameworks—have further strengthened the sector and contributed towards growth.

With special emphasis and the rising demand for sports footwear, the Company has expanded its product offering with an athleisure line to reach new customer demographics. This line is a vibrant, edgy and stylish range of products for contemporary consumers. The Company has also restructured its accessories line, including women's bags, backpacks and school bags, to deliver a fresh and appealing look. The Company's recent demerger represents a significant strategic step to unlock value for its core retail business. By separating its operations, the Company is poised

to sharpen its focus on the retail segment, which is expected to foster specialisation and independent growth. This strategic move is likely to boost market focus and operational efficiency, thereby increasing the valuation and translating into a positive outlook.

The Company's e-commerce strategy further underscores this focus on profitability and sustainable growth. By shifting its e-commerce operations to a third-party logistics provider, the Company has successfully converted fixed costs into variable expenses and optimised its supply chain. This move is projected to improve overall profitability and contribute to a more sustainable future.

Going forward, the Company remains dedicated to enhancing customer satisfaction and product excellence. Its expansion strategy is centred on launching new COCO stores and franchises, with a primary focus on strengthening its foothold in Eastern and Southern India. While remaining cautious, the Company will also explore opportunities for expansion in Western and Northern India. By staying aligned with market trends and expanding its presence, the Company aims to solidify its leadership in the footwear industry and engage with consumers across all age groups.



# Management Discussion & Analysis

## Key Ratios

Key Ratios	FY 2023-24	FY 2024-2025	Change (YoY)	Reason
Debtors Turnover Ratio	0.30	0.35	18.00%	NA
Inventory Turnover Ratio	0.31	0.35	10.42%	NA
Interest Coverage Ratio	1.26	1.24	-2.17%	NA
Current Ratio	1.43	1.43	0.53%	NA
Debt Equity Ratio	0.51	0.45	-11.14%	NA
Operating Profit Margin	11.54%	10.71%	-7.25%	NA
Net Profit Margin	1.03%	0.83%	-18.91%	NA
Return on Net Worth	2.92%	2.27%	-22.02%	NA



**TOO COOL  
FOR SCHOOL**



# Management Discussion & Analysis



## Human Resources

The Company understands that effective Human Resource Management is fundamental in achieving success through high performance, a customer-centric culture, and fostering happy and value-oriented employees. Efficient management of our workforce is crucial for meeting transformational objectives and plays a vital role in supporting managers with their day-to-day responsibilities—from hiring and employee development to providing valuable insights to senior leadership. These efforts strengthen our strategic planning and decision-making capabilities by laying down a solid foundation of data and knowledge. Ultimately, we recognise that effective workforce management is key to organisational success and progress towards our overarching goals.

At the core of our strategy is a strong focus on nurturing our human capital through comprehensive training programs. These initiatives are designed to systematically enhance employees' knowledge, skills, attitudes, and teamwork abilities. Our training programs are strategically crafted not only to improve personal competencies essential for current job performance but also to prepare employees with the skills necessary for future career advancement. Moreover, our recruitment processes are consistently aligned with established procedures and business needs, ensuring to attract the right talent for our organisation. We have implemented various measures and programs to boost employee engagement and foster a deeper sense of commitment among our workforce.

As part of our commitment to diversity and inclusion, the company is implementing targeted strategies aimed at attracting, retaining, and nurturing top talent, regardless of race, gender, religion, age, culture, sexual orientation, disability, or background.

In addition, we are dedicated to supporting young individuals in securing apprenticeships that provide them with practical skills essential for navigating everyday workplace challenges in the corporate world. In conclusion, our sustained investment in human resource management and employee development will continue to drive our Company's success and ensure we cultivate an environment where all employees can thrive.

As on March 31, 2025 there were 726 permanent employees on the rolls of your Company.

## Internal Control Systems and Their Adequacy

The Company has implemented strong internal control mechanism that ensures the accurate recording of transactions with internal checks, prompt reporting and strict adherence to applicable accounting standards and compliance with applicable statutes, policies, procedures, guidelines and authorisations. This entails establishing and implementing an Internal Financial Control (IFC) framework to ensure compliance with the Companies Act and support the Directors' Responsibility Statement.

The Internal Audit department under the guidance of the Head of Internal Audit Department conducts periodic audits at all locations and functions based on the Annual Audit Plan approved by the Audit Committee and promptly addresses any deviation in internal control procedures.

Significant Internal Audit Observations and status of implementation are submitted to the Audit Committee every quarter for its review by the Head of Internal Audit Department. As a part of their audit procedures, the Statutory Auditors review the efficacy and adequacy of the Internal Audit function and have full access to all the reports and findings of the internal audit Department.





# Management Discussion & Analysis

## CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis report describing the Company's objectives, projections, estimates and expectations may be "forward-looking statements" within the meaning of applicable laws and regulations and futuristic in nature. These 'forward-looking statements' by their very nature involve assumptions from the Company and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to put undue reliance on forward-looking statements as multiple factors could lead to assumptions, actual future outcomes and events to differ materially from those expressed in the forward-looking statements. Hence, this document is subject to the disclaimer and qualified in its entirety by the assumptions, limitations and risk factors included in the Management Discussion and Analysis of Annual Report of Khadim India Limited for FY 2024-25. Investors, therefore, are requested to make their own independent judgments before taking any investment decisions.



# Board's Report

The Directors are pleased to present the 44th Annual Report on the business and operations of Khadim India Limited ("the Company") together with the Audited Financial Statements for the financial year ended March 31, 2025.

## Financial Highlights

The Financial Highlights\* are set out below:

In ₹ million

Particulars	Consolidated		Standalone	
	2024-25	2023-24	2024-25	2023-24
Revenue from Operations	4,180.33	4,262.52	4180.33	4,262.52
Other Income	103.85	83.65	103.89	83.65
<b>Total Income</b>	<b>4,284.18</b>	<b>4,346.17</b>	<b>4284.22</b>	<b>4,346.17</b>
Less: Expenditure	3,528.90	3,540.51	3,527.59	3,540.14
<b>Profit before Depreciation, Interest and Tax</b>	<b>755.28</b>	<b>805.66</b>	<b>756.63</b>	<b>806.03</b>
Depreciation	287.75	276.95	287.75	276.95
Interest	248.76	257.09	248.76	257.09
<b>Profit before Tax from continuing operations</b>	<b>218.77</b>	<b>271.62</b>	<b>220.12</b>	<b>271.99</b>
Provision for Taxation				
- Current and deferred Tax	26.15	38.72	26.15	38.71
<b>Profit for the year after tax from continuing operations</b>	<b>192.62</b>	<b>232.90</b>	<b>193.97</b>	<b>233.28</b>
<b>Loss for the year after tax from discontinued operations</b>	<b>(142.02)</b>	<b>(170.12)</b>	<b>(142.02)</b>	<b>(170.12)</b>
<b>Profit for the year</b>	<b>50.60</b>	<b>62.78</b>	<b>51.95</b>	<b>63.16</b>

### \*Note:

Upon the Scheme between the Company and KSR Footwear Limited ('KFL') and their respective shareholders and creditors, being sanctioned by the Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT) and in terms of the requirements of Accounting Standards (Ind AS), the operations pertaining to the Distribution Business have been presented as 'Discontinued Operations'. Consequently, the financial results of the Company for the comparative periods and for the year ended March 31, 2025 have been presented accordingly.

Further, please refer Note 35 to standalone financial statements for details about Discontinued Operations.

## Dividend

Considering the inadequacy of profits during the financial year ended March 31, 2025, the Board of Directors of the Company has not proposed any dividend on equity shares.

## General Reserve

No amount has been transferred to the General Reserve for the financial year ended March 31, 2025.

## Operations and State of Company's Affairs

On a standalone basis, the revenue generated from continuing operations for the financial year 2024-25 stood at ₹ 4,180.33 million, which was lower by 1.93% compared to the previous financial year 2023-24. The profit for the year from continuing operations was ₹ 193.97 million in comparison to profit of ₹ 233.28 million for the previous financial year.

# Board's Report

The details of Company's affairs have been included in the Management Discussion and Analysis Report, forming part of this report.

## Scheme of Arrangement

The Scheme of Arrangement between the Company and KSR Footwear Limited ('KFL') and their respective shareholders and creditors under Sections 230 to 232 read with the other applicable provisions of the Companies Act, 2013 for transfer of Distribution Business of the Company to KFL has been approved by the Hon'ble National Company Law Tribunal, Kolkata Bench vide its Order dated March 27, 2025.

Accordingly, the entire Distribution Business of the Company stands transferred and vested with KFL as a 'Going Concern' on and from April 01, 2025, being the Appointed Date as determined in terms of the said Scheme.

As consideration for transfer of the said division in accordance with the Scheme, KFL will issue its equity shares to the equity shareholders of the Company, in the ratio of 1 (One) equity share of KFL of the face value of ₹ 10/- each fully paid-up for every 1 (One) equity share of the face value of ₹ 10/- each fully paid-up held in the Company on the record date as would be decided for the purpose. The Scheme has become effective from May 01, 2025 and KFL is in the process of issuance of such shares in due course. Post allotment, KFL will make application for listing of the newly issued shares with BSE Limited and National Stock Exchange Limited and the status of KFL will that be of a listed entity. Furthermore, the existing entire shares of KFL as held by the Company will stand cancelled and KFL will no longer be a Wholly-owned-subsiidiary of KIL.

## Internal Controls

The details in regard to Internal Financial Controls and its adequacy are included in the Management Discussion & Analysis Report, which is a part of this Report.

## Employee Stock Option Plan

There has been no material change in the Employee Stock Option Plan 2017 ("ESOP 2017") during the year under report. Disclosures with respect to ESOP 2017 as required under relevant Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are available in the Notes to the Financial Statements.

Approval of the members by way of a Special Resolution had been obtained on May 07, 2021 (vide Postal Ballot Notice dated March 25, 2021) for formulation and implementation of Khadim Employee Stock Option Plan 2021 ("ESOP 2021"). However, no options have been granted post approval.

The certificate from M/s. BKG & Company, Company Secretaries (Firm Registration No. S2004WB868500), Secretarial Auditor of the Company, with respect to the implementation of the Company's ESOP 2017 and ESOP 2021 would be available for inspection by the shareholders during the ensuing Annual General Meeting. A copy of the same will also be available for inspection at the registered office of the Company.

## Fully Convertible Equity Share Warrants

In accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Board of Directors of the Company in its meeting held on November 24, 2023 had approved the issuance of 4,08,768 Fully Convertible Equity Share Warrants ('Warrants') [i.e., one fully paid up Equity Share upon conversion of every one Warrant held] of the face value of ₹ 10/- (Rupees Ten Only) each of the Company, at an exercise price of ₹ 365/- (including a premium of ₹ 355/-), aggregating upto ₹ 149.20 million for cash, on preferential basis to the persons belonging to Promoter / Promoter Group and Non - Promoter category.

Upon receipt of approval by the shareholders of the Company vide Extra-Ordinary General Meeting held on December 23, 2023 and on receipt of in-principle approvals from the Stock Exchanges, such Warrants were allotted on February 02, 2024 post receipt of an aggregate consideration of ₹ 37.30 million from the said allottees, towards minimum 25% of the total consideration of the Warrants.



# Board's Report

Subsequently, on receipt of balance 75% of the total consideration of the Warrants, the Board of Directors of the Company had allotted 1,64,384 Equity Shares on March 22, 2024 pursuant to conversion of equivalent number of Warrants allotted to one of the Promoters of the Company on preferential basis, as aforesaid, out of total 4,08,768 Warrants.

The remaining 2,44,384 Warrants were issued to two non-promoters and were outstanding for conversion as on March 31, 2024. Further, on receipt of balance 75% of the total consideration of the Warrants, the said Warrants were converted during the financial year 2024 - 25 and 1,64,384 and 80,000 equity shares were issued on May 29, 2024 and July 19, 2024 respectively.

There was no deviation or variation in the utilisation of proceeds raised through issuance of Warrants on preferential basis, by the Company as on the date of this Report.

## Share Capital

The Authorized Share Capital of your Company as on March 31, 2025 was ₹ 60,00,00,000/- divided into 6,00,00,000 Equity Shares of face value of ₹ 10/- each. However, the same stands decreased to ₹ 40,00,00,000/- divided into 4,00,00,000 Equity Shares of ₹ 10/- each as on date post approval of the Scheme.

The Issued, Subscribed and Paid-up Share Capital of your Company as on March 31, 2025 was ₹ 18,37,83,820/- divided into 1,83,78,382 Equity Shares of face value of ₹ 10/- each.

## Changes in Share Capital, if any

Consequent to allotment of 1,64,384 and 80,000 Equity Shares on May 29, 2024 and July 19, 2024 respectively pursuant to conversion of equal number of Warrants allotted to two entity / person under non - Promoters category on preferential basis as aforesaid, the Issued, Subscribed and Paid-up Share Capital of the Company increased from ₹ 18,13,39,980/- divided into 1,81,33,998 Equity Shares of face value of ₹ 10/- each to ₹ 18,37,83,820/- divided into 1,83,78,382 Equity Shares of face value of ₹ 10/- each.

The Equity Shares so allotted rank pari-passu with the existing fully paid-up Equity Shares of the Company including dividend and voting rights, etc.

Except as stated herein, there was no other change in the share capital of the Company as on the date of this Report.

## Disclosures regarding Issue of Equity Shares with Differential Voting Rights

The Company has not issued any shares with differential voting right during the year under report.

## Change(s) in the nature of the business

There has been no change(s) of business of the Company or in the nature of business carried on by the Company during the financial year under review.

However, as aforesaid, the entire Distribution Business of the Company stands transferred and vested with KSR Footwear Limited as a 'Going Concern' on and from April 01, 2025, pursuant to the Scheme of Arrangement

## Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of the report

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the financial statements relate and the date on which this Report has been signed except as mentioned in Note 35 to standalone financial statements for the financial year ended March 31, 2025 relating to Demerger of Distribution Business.

## Significant and material orders passed by the Regulators / Courts / Tribunals impacting the going concern status and the Company's operations in future

## Board's Report

During the year under review, no significant and material orders have been passed by the regulators / courts / tribunals that may impact the going concern status and the operations of the Company in future.

### **Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016**

During the year under review, no Corporate Insolvency Resolution application was made or proceeding was initiated, by / against the Company under the provisions of the Insolvency and Bankruptcy Code, 2016 (as amended). Further, no application or proceeding by / against the Company under the provisions of the Insolvency and Bankruptcy Code, 2016 (as amended) is pending as on March 31, 2025.

### **Subsidiaries, Joint Ventures and Associate Companies**

The Company has two Wholly-owned Subsidiary in the name of Khadim Shoe Bangladesh Limited in Bangladesh and KSR Footwear Limited as on March 31, 2025.

However, consequent to implementation of the Scheme, KFL ceased to be a Wholly-owned Subsidiary of the Company effective April 01, 2025.

There are no other associate or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013.

Pursuant to the provisions of Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing the salient features of financial statements of the Company's subsidiary in Form No. AOC-1 is attached to the financial statements of the Company

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiary companies, are available on the website of the Company [www.khadims.com](http://www.khadims.com) at the link <https://www.khadims.com/pages/investor-relations>.

### **Deposits**

The Company has not accepted any deposit from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 and as such, no unclaimed / unpaid matured deposits or interest thereon was due as on March 31, 2025.

### **Corporate Social Responsibility**

The Company seeks to operate its business in a sustainable manner which would benefit the Society at large in alignment with the interest of its stakeholders and by giving preference to local areas around its business operations. In accordance with the provisions of Section 135 of the Companies Act, 2013, your Company has duly constituted a CSR Committee and the Company's policy on CSR is available on the Company's website [www.khadims.com](http://www.khadims.com).

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Schedule VII thereof and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has undertaken CSR activities, during the year under review, inter alia, in the field of promoting education among children including livelihood enhancement projects; eradicating hunger, poverty and malnutrition, and creating awareness with respect to environmental issues.

The Annual Report on CSR for the financial year ended March 31, 2025 along with the composition of CSR Committee is marked as Annexure - I and forms part of this Report.

### **Risk Management**

The Company's Risk Management Policy recognizes that risk is an integral part of any business and the Company is committed to manage the risk in a proactive and efficient manner.

# Board's Report

## Vigil Mechanism / Whistle Blower Policy

The Company has a Vigil Mechanism / Whistle Blower policy and it has established adequate vigil mechanism for its employees and directors to report concern about unethical practice. No person has been denied access to the Chairman of the Audit Committee. The latest Vigil Mechanism / Whistle Blower Policy is available at <https://www.khadims.com/pages/policy-on-vigil-mechanism>.

## Directors and Key Managerial Personnel

Your Company's Board is duly constituted in compliance with the requirement of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Independent Directors have confirmed that they meet with the criteria of independence as required under sub section 7 of Section 149 of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations.

The Board is also of the opinion that Independent Directors meet with the criteria of independence under sub section 6 of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations.

There has been no change in the circumstances affecting their status as Independent Directors of the Company.

All the Independent Directors have registered themselves / renewed their registration pursuant to the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019.

The Board confirms that the Independent Directors also meet the criteria of integrity, expertise and experience (including the proficiency) in terms of Rule 8(5)(iia) of the Companies (Accounts) Rules, 2014.

Following appointment / re-appointment of Directors had been made vide the AGM held on September 24, 2024:

- i. Pursuant to Section 152(6) of the Companies Act, 2013, Mr. Siddhartha Roy Burman (DIN: 00043715), Director, retired by rotation and re-appointed at the AGM held on September 24, 2024.
- ii. The Members of the Company at the AGM held on September 24, 2024 has also approved the appointment of Mrs. Upama Mukherjee (DIN: 10585455) as "Non-Executive Non-Independent Director" of the Company with effect from September 29, 2024.

Further, Dr. Indra Nath Chatterjee (DIN: 00122677) retired as an Independent Director of the Company on close of business hours on September 28, 2024, upon completion of his second term of 5 (Five) years.

Subsequently, the Board of Directors at its meeting held on September 29, 2024, had, inter alia, considered and approved the following business with immediate effect:

- i. Relinquishment of Mr. Siddhartha Roy Burman (DIN: 00043715) as a "Chairman" of the Company and consequent change of his designation from "Chairman & Managing Director" to "Managing Director" of the Company for the remainder term of his office, on the existing terms and conditions.
- ii. Appointment of Prof. (Dr.) Surabhi Banerjee, Independent Director (DIN: 07829304) as the "Chairperson" of the Company.

Again, the Board vide Meeting its meeting held on March 25, 2025 had considered and approved the following re-designations and appointments:

- i. Re-designation of Mrs. Upama Mukherjee (DIN: 10585455) from "Non-Executive Non-Independent Director" to "Independent Director" of the Company effective April 01, 2025.
- ii. Accepting resignation of Prof. (Dr.) Surabhi Banerjee (DIN: 07829304) from the position of "Chairperson" of the Company effective March 31, 2025 (COB) due to personal reasons. However, she is continuing as an "Independent Director" of the Company for the remaining period of her tenure.



## Board's Report

- iii. Re-designation and appointment of Mr. Siddhartha Roy Burman (DIN: 00043715) as "Executive Chairman" (also a "Whole-Time Key Managerial Personnel") in the category of "Whole-Time Director" and also to be functioned as 'Chairman' of the Company for a fresh term of 3 (Three) consecutive years commencing from April 01, 2025.
- iv. Re-designation and appointment of Mr. Rittick Roy Burman (DIN: 08537366) as "Managing Director" (also a "Whole-Time Key Managerial Personnel") of the Company for a fresh term of 3 (Three) consecutive years commencing from April 01, 2025.

The items w.r.t. aforesaid re-designation / appointment are subject to approvals of the Members of the Company vide Postal Ballot.

Mr. Rittick Roy Burman (DIN: 08537366), Managing Director of the Company, retires by rotation at the ensuing Annual General Meeting, and being eligible, offered himself for re-appointment. Your Directors recommend his re-appointment at the ensuing Annual General Meeting.

The brief profile of Mr. Rittick Roy Burman and other relevant information under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings with respect to Director seeking re-appointment is provided in the Notice convening Annual General Meeting.

### Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2025 are:

- a) Mr. Siddhartha Roy Burman, Managing Director\*;
- b) Mr. Rittick Roy Burman, Whole-time Director\*\*;
- c) Mr. Indrajit Chaudhuri, Group Chief Financial Officer\*\*\*; and
- d) Mr. Abhijit Dan, Group Company Secretary & Head-Legal\*\*\*\*

\*Re-designated from "Chairman & Managing Director" to "Managing Director" effective September 29, 2024 and then to "Executive Chairman" effective April 01, 2025.

\*\*Re-designated as "Managing Director" from "Whole-time Director" effective April 01, 2025.

\*\*\*Re-designated as "Group Chief Financial Officer" from "Chief Financial Officer" with effect from September 29, 2024.

\*\*\*\*Re-designated as "Group Company Secretary & Head-Legal" from "Company Secretary & Head-Legal" with effect from September 29, 2024.

### Familiarisation Programme for Independent Directors

The Company has put in place an Induction and Familiarisation Programme for Independent Directors of the Company. The details of such Familiarization Programme are mentioned in the Report on Corporate Governance, which forms part of this Annual Report and the same is available at the link <https://www.khadims.com/pages/familiarization-programme-independent-director>.

### Separate Meeting of Independent Directors

In terms of requirements of Schedule IV of the Companies Act, 2013 and the Listing Regulations, the meeting of Independent Directors was separately held on March 25, 2025.

### Company's Policy on Appointment and Remuneration of Directors

The Company has been following a policy namely "Nomination and Remuneration Policy" with respect to appointment and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel. The appointment of Directors, KMP and Senior Management Personnel is subject to the recommendation of the Nomination and Remuneration Committee (NRC).

Based on the recommendation of the NRC, the remuneration of Executive Director comprises of Basic Salary, Perquisites, Allowances and Commission in accordance with the provisions of the Companies Act, 2013. The remuneration of Non-Executive Directors comprises of sitting fees and commission in accordance with the provisions of Companies Act, 2013.

# Board's Report

## Nomination and Remuneration Policy

The Nomination and Remuneration Policy of the Company is in conformity with the requirement of Section 178(3) of the Companies Act, 2013 and Listing Regulations. The objectives and key features of this Policy are:

1. Formulate the criteria for determining qualifications, competencies, positive attributes and independence of the Directors, Key Managerial Personnel (KMP) and Senior Management Personnel and recommend to the Board, a policy relating to the remuneration of Directors, Key Managerial Personnel and other employees.
- 1A. For every appointment of an Independent Director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. Use the services of an external agencies, if required;
  - b. Consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. Consider the time commitments of the candidates.
2. Devising a policy on Board diversity;
3. Identifying persons who are qualified to become Directors and persons who may be appointed in Key Managerial and Senior Management;
4. Directors' induction and continued updation as and when required of their roles, responsibilities and liabilities;
5. Formulation of criteria for performance evaluation of the Board, its Committees and Directors including Independent Directors / Non-Executive Directors;
6. Aligning the remuneration of Executive Directors, Key Managerial Personnel and Senior Management Personnel with the Company's financial position, industrial trends, remuneration paid by peer companies etc.; and
7. Recommend to the Board all the remuneration in whatever form, payable to the Senior Management.

The guiding principles of the Policy are:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The aforesaid Nomination and Remuneration Policy has been uploaded on the website of your Company [www.khadims.com](http://www.khadims.com) and is available at the link <https://www.khadims.com/pages/policy-on-nomination-remuneration-committee>.

## Meetings of the Board

During the year, 6 (Six) meetings of the Board were held. The details of meetings of the Board held during the financial year 2024-25 have been provided in the Corporate Governance Report which forms part of the Report.

## Audit Committee

The details pertaining to the composition of the Audit Committee are included in the Corporate Governance Report which is a part of this Report.

# Board's Report

## Extract of Annual Return

In accordance with Section 92(3) and 134(3)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Annual Return as on March 31, 2025 is available on the Company's website [www.khadims.com](http://www.khadims.com) at <https://www.khadims.com/pages/mgt-9>.

## Particulars of contracts and arrangement with Related Parties

All transactions entered by the Company with Related Parties during the financial year 2024-25 as defined under Section 2(76) of the Companies Act, 2013 read with the Companies (Specification of Definitions Details) Rules, 2014 were held in the Ordinary Course of Business and at Arm's Length pricing basis. There were no materially significant transactions with Related Parties during the financial year 2024-25, which were in conflict with the interest of the Company. Suitable disclosures as required under Ind AS-24 have been made in the Notes to the financial statements.

Accordingly, the disclosure in Form AOC-2, pursuant to section 134(3)(h) of the Companies Act, 2013, read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not required. The policy on Related Party Transactions can be accessed on the website of the Company [www.khadims.com](http://www.khadims.com).

## Secretarial Standards

The Company has devised adequate systems to ensure compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and such systems are operating effectively.

## Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013 ("the Act"), your Directors to the best of their knowledge and ability confirm that:

- in the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the Profit of the Company for the year ended on that date;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a going concern basis;
- proper internal financial controls are followed by the Company and that such financial controls are adequate and are operating effectively; and
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively during the financial year ended March 31, 2025.

## Reporting of Fraud by Auditors

During the year under review, the Statutory Auditors and Secretarial Auditors have not reported, any incident of fraud committed in your Company by its Officers or Employees, to the Audit Committee and / or to the Board under Section 143(12) of the Companies Act, 2013 details of which needs to be mentioned in this Report.

## Auditors

M/s. Ray & Ray, Chartered Accountants (Firm Registration No.: 301072E) was appointed by the Members of the Company at the 40th Annual General Meeting as Statutory Auditors of the Company for a term of 5 (Five) consecutive years commencing from the conclusion of the Annual General Meeting held on September 28, 2021 till the conclusion of the 45th Annual General Meeting to be held in the financial year 2026-27.

The Auditors' Report on the Annual Accounts of the Company forms part of the Annual Report of the Company.



# Board's Report

The Auditors' Report does not contain any qualification, reservation or adverse remark or disclaimer.

## Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with relevant Rules made thereunder and in compliance with Regulation 24A of the SEBI Listing Regulations, the Board at its meeting held on May 20, 2025, based on recommendation of the Audit Committee, has approved the appointment of M/s. BKG & Company, Practising Company Secretaries, a peer reviewed firm (Firm Registration No. S2004WB868500), represented by its Partner, Mr. Binod Kumar Gupta (ACS No. 12965, CP No. 3242), as Secretarial Auditors of the Company for a term of 5 (Five) consecutive financial years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members at the ensuing AGM.

The Secretarial Audit Report for the financial year ended March 31, 2025 is annexed herewith and marked as Annexure - II to this report.

The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

## Disclosure relating to Cost Audit and Cost Records

Compliances related to Cost Audit and maintenance of cost records are not applicable to the Company.

## Disclosure as required under Rule 8(5)(xii) of the Companies (Accounts) Rules, 2014

The disclosure regarding the difference in valuation between a one-time settlement and valuation for obtaining loans from banks or financial institutions in accordance with Rule 8(5)(xii) of the Companies (Accounts) Rules, 2014, as amended, is not applicable to the Company.

## Particulars of Loans, Investments and Guarantees

During the financial year 2024-25, the Company has not made any investment, has not given any loans, has not provided any guarantees, has not provided any security in connection with any loan, has not acquired securities by way of subscription, purchase or otherwise, in excess of the thresholds provided in Section 186 of the Companies Act, 2013.

## Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are given in Annexure-III, forming part of this Report.

## Managerial Remuneration, Particulars of Employees and related disclosure

Details of remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure-IV.

Pursuant to the provisions of Section 136 of the Companies Act, 2013, the Annual Report, excluding the information on remuneration of employees in terms of Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), is being sent to the Members of the Company and others entitled thereto. The said information would be available for inspection, by Members, at the Registered Office of the Company or through electronic mode, during business hours on all working days upto the date of the 44th AGM of the Company. Any member interested in obtaining a copy thereof may write in this regard to the Company Secretary of the Company by sending an email to [compliance@khadims.com](mailto:compliance@khadims.com).

## Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

Your Company firmly believes in providing a safe, supportive and harassment free workplace for each and every individual working for the Company through various interventions and practices and has zero tolerance for sexual harassment at workplace. It is the continuous endeavour of the management of the Company to create and provide an environment to all its employees that is free from discrimination and harassment including sexual harassment. The Company has adopted a policy on Prevention of Sexual Harassment at Workplace. An Internal Complaint Committee (ICC) with requisite number of representatives is in place to redress complaints relating

to sexual harassment, if any. The Policy is gender neutral. All employees (permanent, contractual, temporary and management trainees) are covered under this Policy.

The Policy under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules framed there under is available in the website of the Company at [www.khadims.com](http://www.khadims.com).

No complaints relating to the sexual harassment had been received during the year under report. Further, there is no complaint lying pending with the Company as on March 31, 2025.

### **Annual Performance Evaluation of the Directors**

In terms of the provisions of the Companies Act, 2013 read with Rules issued thereunder and the Listing Regulations, based on the criteria such as number of Board and Committee meetings attended during the year, contributions to the decision making and relevant expertise to the Board etc., the Board of Directors has carried out the annual performance evaluation of the entire Board, Committees and all the Directors based on the criteria laid down by the Nomination and Remuneration Committee.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Chairman of the Company and the Board as a whole was evaluated.

### **Corporate Governance**

A Report on Corporate Governance along with a Certificate from the Statutory Auditors confirming of corporate governance requirements as stipulated under Listing Regulations is enclosed as Annexure - V and forms part of this Report. The said report also contains a certificate from a Practising Company Secretary confirming that none of the Board of Directors of the Company has been debarred or disqualified from being appointed or continuing as a Director of the Company as prescribed under Listing Regulations.

### **Management Discussion and Analysis Report**

Management Discussion and Analysis Report for the financial year under review, as stipulated under Regulation 34 of the Listing Regulations is presented in a separate section forming a part of this Report.

### **Cautionary Statement**

Statements in the Annual Report, including those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

### **Acknowledgement**

Your Directors are thankful for all the guidance, support and assistance received from the financial institution, banks, merchant bankers, legal consultants, registrar, government authorities, customers and vendors during the year under review and look forward for the long-term future with confidence, optimism and full of opportunities.

Your Directors also acknowledge the continued cooperation received from all the esteemed investors and shareholders and the confidence reposed by them.

Your Directors place on record their deep sense of appreciation for the continuous hard work, dedication, contribution and commitment by executives, staffs and workers at all levels of the Company.

For and on behalf of the Board of Directors

**Siddhartha Roy Burman**

Executive Chairman

DIN: 00043715

Place: Kolkata  
Date: May 20, 2025

# Annexure – I

## Annual Report on Corporate Social Responsibility (CSR) Activities for the financial year ended March 31, 2025

[Pursuant to Section 135 of the Companies Act, 2013 and Rule 8 of the Companies  
(Corporate Social Responsibility Policy) Rules, 2014]

Your Company believes that the true and full measure of growth, success and progress lies beyond balance sheets or conventional economic indices. It is best reflected in the difference that business and industry make to the lives of people. Through its CSR activities, your Company takes sustainable initiatives in the areas of health, environment conservation etc.

Your Company takes up CSR programme, which benefits the communities in and around the vicinity of its operational presence and over a period of time, results in enhancing the quality of life of the people in those areas.

### 1. Brief outline on CSR Policy of the Company:

The CSR Policy of your Company elucidates the responsibilities of the CSR Committee for achieving the Company's CSR goals. The main objective of CSR Policy is to lay down guidelines for CSR activities of the Company and undertake various social initiatives that complement corporate mandate and benefit the community at large.

### 2. Composition of CSR Committee:

The composition of CSR Committee as on March 31, 2025 and details of attendance of the members during the year 2024-25 are as under:

Sl. No.	Name	Designation & Category
1.	Prof. (Dr.) Surabhi Banerjee	Chairperson, Independent Director
2.	Mr. Siddhartha Roy Burman	Member, Managing Director*
3.	Mr. Ritoban Roy Burman	Member, Non-Executive Non-Independent Director
4.	Mr. Abhijit Dan	Secretary, Group Company Secretary & Head - Legal

\*Re-designated from "Chairman & Managing Director" to "Managing Director" effective September 29, 2024 and then to "Executive Chairman" effective April 01, 2025.

During the financial year, 1 (one) meeting of the CSR Committee was held on November 08, 2024.

### 3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the company.

Composition of CSR Committee	<a href="https://www.khadims.com/pages/corporate-social-responsibility-committee">https://www.khadims.com/pages/corporate-social-responsibility-committee</a>
CSR Policy	<a href="https://www.khadims.com/pages/policy-on-csr">https://www.khadims.com/pages/policy-on-csr</a>
CSR projects	<a href="https://www.khadims.com/pages/corporate-social-responsibility">https://www.khadims.com/pages/corporate-social-responsibility</a>

### 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: Not Applicable

- |    |    |   |   |                 |
|----|----|---|---|-----------------|
| 5. | a. | Average net profit of the company as per Section 135(5)   | : | ₹ 97.99 million |
|    | b. | Two percent of average net profit of the Company as per Section 135(5)                              | : | ₹ 1.96 million  |
|    | c. | Surplus arising out of the CSR projects or programmes or activities of the previous financial years | : | Nil             |
|    | d. | Amount required to be set off for the financial year, if any  | : | ₹ 0.41 million  |



## Annexure – I

- e. Total CSR obligation for the financial year (b + c - d) : ₹ 1.55 million
6. a. Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) : ₹ 1.66 million
- b. Amount spent in Administrative overheads : Nil
- c. Amount spent on Impact Assessment, if applicable : Nil
- d. Total amount spent for the financial year (a+b+c). : ₹ 1.66 million
- e. CSR amount spent or unspent for the financial year:

Total amount spent for the financial year (₹ in million)	Amount Unspent (In ₹ million)				
	Total amount transferred to unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
1.66	Not applicable		Not applicable		

- f. Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in ₹ million)
(i)	Two percent of average net profit of the Company as per Section 135(5)	1.55*
(ii)	Total amount spent for the financial year	1.66
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.11
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.11

\*Refer Point No. 5.

### 7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding financial year	Amount transferred to Unspent CSR Account under section 135(6) (in ₹)	Balance Amount in Unspent CSR Account under section 135(6) (in ₹)	Amount spent in the financial year (in ₹)	Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5), if any		Amount remaining to be spent in succeeding financial years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
Not Applicable								

## Annexure – I

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Yes / No**

If yes, enter the number of Capital assets created / acquired: NA

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the financial year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity / Authority / beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address

Not Applicable

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office / Municipal Corporation / Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

**9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable**

For and on behalf of the Board of Directors

Place: Kolkata  
Date: May 20, 2025

**Siddhartha Roy Burman**  
Executive Chairman  
DIN: 00043715

**Surabhi Banerjee**  
Chairperson, CSR Committee  
DIN: 07829304

# Annexure – II

## FORM NO. MR-3

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**KHADIM INDIA LIMITED**  
7th Floor, Tower C, DLF IT Park,  
08 Major Arterial Road,  
Block-AF, New Town (Rajarhat),  
Kolkata, 24 Parganas North-700156

We have conducted the Secretarial Audit in respect of compliance with applicable statutory provisions and the adherence to good corporate practices by **M/s. Khadim India Limited (CIN-L19129WB1981PLC034337)** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act");
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
  - f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- (Not applicable to the Company during the Audit Period);
  - g) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 - (Not applicable to the Company during the Audit Period);



## Annexure – II

- vi. The Company is mainly engaged in the business of Footwear Industry and on examination of the relevant documents and records in pursuance thereof and as confirmed by the management, the following Quality Control Orders (QCOs) related to the footwear sector issued by the Department for Promotion of Industry & Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India are being applicable to Company:
- Personal Protective Equipment - Footwear (Quality Control) Order, 2020 read with Personal Protective Equipment - Footwear (Quality Control) Amendment Order, 2021.
  - The "Footwear made from Leather and other materials (Quality Control) Order, 2022" and the "Footwear made from all - Rubber and all Polymeric material and its components (Quality Control) Order, 2022", which were to become applicable from July 01, 2023 - superseded, by Orders dated March 15, 2024.
  - Orders dated March 15, 2024, called as the "Footwear Made from Leather and Other Materials (Quality Control) Order, 2024" and the "Footwear made from all Rubber and all Polymeric material and its components (Quality Control) Order, 2024" which are effective from August 01, 2024.

We have also examined compliance with the applicable clauses/Regulations of the following:

- Secretarial Standards as issued by The Institute of Company Secretaries of India.
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

### We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, approved and signed accordingly as the case may be.
- During the period under review, the Minutes of the Meetings held during the audit period did not reveal any dissenting member's view. As confirmed by the Management, there were no dissenting views expressed by any of the members on any business transacted at the meetings held during the period under review.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the Company had the following specific events:

- The Board of Directors of the Company via Circular Resolution passed on May 29, 2024 and July 19, 2024 allotted 1,64,384 Equity Shares and 80,000 Equity Shares respectively to two entity / person under Non - Promoter category, pursuant to the conversion of Fully Convertible Equity Shares Warrants as approved by the Members of the Company at the Extra-Ordinary General Meeting held on December 23, 2023 through VC/OAVM mechanism for issuance and allotment of 4,08,768 Fully Convertible Equity Share Warrants ('Warrants') on Preferential basis at an exercise price of ₹ 365 (Rupees Three Hundred Sixty Five Only) per

## Annexure – II

Equity Shares of the face value of ₹ 10/- (Rupees Ten Only) each with a premium of ₹ 355/- (Rupees Three Hundred Fifty Five Only).

Accordingly, the Issued, Subscribed and Paid-up Share Capital of the Company increased from ₹ 18,13,39,980/- divided into 1,81,33,998 Equity Shares of face value of ₹ 10/- each to ₹ 18,37,83,820/- divided into 1,83,78,382 Equity Shares of face value of ₹ 10/- each.

The Equity Shares so allotted rank pari-passu with the existing fully paid-up Equity Shares of the Company including dividend and voting rights, etc.

2. Dr. Indra Nath Chatterjee (DIN: 00122677) retired as an Independent Director of the Company on close of business hours on September 28, 2024, upon completion of his second term of 5 (Five) years.
3. The Board of Directors vide its Meeting held on August 08, 2025 approved the appointment of Mrs. Upama Mukherjee (DIN: 10585455) as Non-Executive, Non-Independent Director, of the Company (liable to retire by rotation), with effect from September 29, 2024. The same was approved by the Members of the Company at the AGM held on September 24, 2024.
4. Further, subject to approval of the Members of the Company, the Board of Directors at the Meeting held on March 25, 2025 had approved the re-designation and appointment of Mrs. Upama Mukherjee (DIN: 10585455) as an Independent Director of the Company (not liable to retire by rotation) for a period of 5 (Five) consecutive years commencing from April 01, 2025 to March 31, 2030 (both dates inclusive).
5. Subject to approval of the Members of the Company, the Board of Directors at the Meeting held on March 25, 2025 approved the re-designation and appointment of Mr. Siddhartha Roy Burman (DIN: 00043715) as "Executive Chairman" (also as a "Whole-time Key Managerial Personnel") in the category of "Whole-time Director" and also to be functioned as 'Chairman' for a fresh period of 3 (Three) consecutive years with effect from April 01, 2025 till March 31, 2028 (both days inclusive) from his earlier designation / appointment as a "Managing Director" of the Company, at such remuneration [including remuneration to be paid in the event of loss or inadequacy of profits in any financial year(s) during the tenure of his appointment as minimum remuneration] subject to the applicable provisions of the Companies Act, 2013 read with rules made thereunder.
6. Subject to approval of the Members of the Company, the Board of Directors at the Meeting held on March 25, 2025 approved the re-designation and appointment of Mr. Rittick Roy Burman (DIN: 08537366) as "Managing Director" (also as a Whole-time Key Managerial Personnel) of the Company, for a fresh period of 3 (Three) years with effect from April 01, 2025 till March 31, 2028 (both days inclusive) from his earlier designation / appointment as a "Whole-time Director" of the Company, at such remuneration [including remuneration to be paid in the event of loss or inadequacy of profits in any financial year(s) during the tenure of his appointment as minimum remuneration] subject to the applicable provisions of the Companies Act, 2013 read with rules made thereunder.
7. (i) The Scheme of Arrangement between Khadim India Limited ("Demerged Company") and KSR Footwear Limited ("Resulting Company") and their respective shareholders and creditors under Sections 230 to 232 read with the other applicable provisions of the Companies Act, 2013 ("Scheme") was approved by the Shareholders of the Company at their meeting held on August 12, 2024 and the same was sanctioned by the Hon'ble National Company Law Tribunal, Kolkata Bench, by its Order dated March 27, 2025. The Scheme provides for demerger of the Distribution Business of Khadim India Limited, as a going concern, into KSR Footwear Limited.
- ii. The certified copy of the Order was received by the Company on April 02, 2025. In accordance with the court's ruling and the provisions of the Companies Act of 2013, the Company had filed the certified copy of the said Order with the Registrar of Companies, West Bengal, on April 17, 2025.

## Annexure – II

- iii. The Scheme became effective on and from May 01, 2025 in terms of the provisions of the Scheme. Further, pursuant to the aforesaid Order and upon Scheme became effective, the entire Distribution Business ("Demerged Undertaking") stands transferred from the Demerged Company and vested with the Resulting Company as a 'Going Concern' on and from April 01, 2025, being the Appointed Date as determined in terms of the said Scheme.
- iv. The Authorized Share Capital of Khadim India Limited as on March 31, 2025 was ₹ 60,00,00,000/- divided into 6,00,00,000 Equity Shares of face value of ₹ 10/- each. However, the same stands decreased to ₹ 40,00,00,000/- divided into 4,00,00,000 Equity Shares of ₹ 10/- each as on date post approval of the Scheme.

For **B K G & COMPANY**  
Company Secretaries  
(Firm's Registration No. – S2004WB868500)

**(BINOD KUMAR GUPTA)**  
Partner  
(ACS-12965, C. P. No.- 3242)  
UDIN: A012965G000393070  
Peer Review Certificate No.: 2598/2022

Place: Kolkata  
Date: May 20, 2025

**Note: This Report is to be read with our letter of even date which is annexed as Annexure A, forms an integral part of this report.**



## Annexure – II

### ‘ANNEXURE A’

To,  
The Members,  
**Khadim India Limited**  
7th Floor, Tower C, DLF IT Park,  
08 Major Arterial Road,  
Block-AF, New Town (Rajarhat),  
Kolkata, 24 Parganas North-700156

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **B K G & COMPANY**  
Company Secretaries  
(Firm's Registration No. – S2004WB868500)

**(BINOD KUMAR GUPTA)**  
Partner  
(ACS-12965, C. P. No.- 3242)  
UDIN: A012965G000393070  
Peer Review Certificate No.: 2598/2022

Place: Kolkata  
Date: May 20, 2025

# Annexure – III

Information under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 (as amended) and forming part of the Directors Report for the year ended March 31, 2025

## Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

### A. CONSERVATION OF ENERGY

#### 1. The steps taken or impact on conservation of energy:

- a) Installation of energy efficiency lighting solution such as Light Emitting Diode (LED) in place of conventional higher energy consuming lights.
- b) Use of Translucent sheets along with natural air driven turbo vents on roof of the working shop to utilize daylight as well as natural air circulation in shop floor area.
- c) Use of Variable Frequency Drive (VFD) in motor operated conveyor for saving energy.
- d) Use of recycled water for cooling tower application at Serampore Factory. Also, modification of the raw water supply line layout at Panpur unit to minimize the wastage and use of ground water.
- e) Installed wide range of energy efficient Air compressors for low, medium and high pressure application.
- f) Usage of high efficiency Infrared Heater (NR Lamp) at PU section through conveyor to reduce consumption of electricity and operation time.
- g) Usage of Ridge Vent shed to utilize day light as well as natural air circulation in the floor area of Panpur factory.
- h) Campaign for awareness of energy saving at retail outlets and warehouses.

#### 2. Step taken by the Company for utilizing alternate sources of energy:

Operation of "Roof top solar power Plant" at Panpur Factory in OPEX model for generation of 850 kWp "Solar Energy" to operate renewable source of energy as well as saving per unit electricity cost.

#### 3. The capital investment on energy conservation equipment:

Amount spent on energy efficient LED Lights was ₹ 4 million during the financial year 2024-25.

### B. TECHNOLOGY ABSORPTION:

1. Efforts made towards technology absorption	2. Benefits derived like product improvement, cost reduction, product development or import substitution
a. At Panpur Factory, the excess condensate water (from press machine) was draining out after its usage due to shortage of storage tank capacity. To provide the make up water, we were using normal temperature (24 degree centigrade) softener water to the feed water tank of the Boiler	a. i. Reduction in consumption of softener water leading to reduction in cost of generation of softener water.  ii. Reduction in consumption of coal.

## Annexure – III

1. Efforts made towards technology absorption	2. Benefits derived like product improvement, cost reduction, product development or import substitution
<p>The Company has utilised another multistage feed water pump to transfer the excess condensate water to the feed water tank of the Boiler. Thus, the maximum quantity of hot condensate water (80 - 85 degree centigrade) has been utilised instead of draining out.</p>	
<p>b. Installation of demand controller device at main electrical substation inside the Panpur plant. This is required to fix the plant jerk load within the electrical contract demand.</p> <p>We have used the trip logic with this to trip the less important machine if jerk arises in excess of electrical contract demand.</p>	<p>b. Saving in additional demand charge.</p>

### 3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

#### a. the details of technology imported:

The Company has not used any imported technology during last three financial years. Hence, the prescribed details are not applicable

#### b. the year of import - Not Applicable

#### c. whether the technology been fully absorbed - Not Applicable

#### d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof - Not Applicable

### 4. The expenditure incurred on Research and Development:

The total expenditure incurred during the financial year 2024-25 was ₹ 3.67 million.

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the financial year 2024-25, the foreign exchange earnings of the Company was ₹ 4.20 million as against ₹ 0.83 million in the previous year. The expenditure in foreign exchange during the financial year 2024-25 was ₹183.93 million as compared to ₹ 233.55 million in the previous year.

For and on behalf of the Board of Directors

**Siddhartha Roy Burman**  
Executive Chairman  
DIN: 00043715

Place: Kolkata  
Date: May 20, 2025

## Annexure – IV

### Information as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended)

1. Ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25:

Name of Director(s)	Designation	Total Remuneration (in ₹ million)	Ratio of Remuneration of each director(s) to median remuneration of employees
Mr. Siddhartha Roy Burman	Managing Director <sup>^</sup>	34.99	106.03
Mr. Rittick Roy Burman	Whole-time Director <sup>^^</sup>	5.95	18.03

#### Notes:

- Median remuneration for the financial year 2024-25 is ₹ 0.33 million per annum.
  - The remuneration to the Managing Director and Whole-time Director is within the overall limits approved by the shareholders of the Company.
  - The Non-Executive Directors are entitled to commission and / or sitting fees as per the provisions of the Companies Act, 2013. The Board of Directors have proposed to pay commission to all the Independent Directors of the Company on the basis of recommendation of the Nomination and Remuneration Committee, subject to approval of the Members of the Company. Hence, the ratio of remuneration and percentage change is not considered. The details of remuneration of the Non-Executive Directors have been provided in the Corporate Governance Report.
2. The percentage increase / decrease in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager during the financial year 2024-25:

Name of Director(s) / Key Managerial Personnel(s)	Designation	Remuneration (in ₹ million)		Increase / Decrease in Percentage
		2024-25	2023 -24	
Mr. Siddhartha Roy Burman	Managing Director <sup>^</sup>	34.99	34.67	0.92 %
Mr. Rittick Roy Burman	Whole-time Director <sup>^^</sup>	5.95	6.06	(1.82) %
Mr. Indrajit Chaudhuri	Group Chief Financial Officer	4.95	5.35	(7.48) %
Mr. Abhijit Dan	Group Company Secretary & Head – Legal	2.99	3.14	(4.78) %

3. The Percentage increase in the median remuneration of the employees in the financial year 2024-25:

Median remuneration of employees per annum	Remuneration (in ₹ million)		Increase / Decrease in Percentage
	2024-25	2023-24	
	0.33	0.31	6.45%

- There were 726 permanent employees on the rolls of the Company as on March 31, 2025.
- The Average percentile increase already made in the salaries of employees of the Company other than the managerial personnel in the last financial year was 4% whereas the decrease in managerial remuneration was 0.22%.
- It is hereby affirmed that the Remuneration paid to all the Directors, Key Managerial Personnel, Senior Managerial Personnel and other employees of the Company during the financial year ended March 31, 2025, were as per the Nomination and Remuneration Policy of the Company.

<sup>^</sup>Re-designated from "Chairman & Managing Director" to "Managing Director" effective September 29, 2024 and then to "Executive Chairman" effective April 01, 2025.

<sup>^^</sup>Re-designated as "Managing Director" from "Whole-time Director" effective April 01, 2025.

For and on behalf of the Board of Directors

Place: Kolkata  
Date: May 20, 2025

**Siddhartha Roy Burman**  
Executive Chairman  
DIN: 00043715



# Annexure – V

## Report on Corporate Governance

### 1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Our philosophy of Corporate Governance is founded on the pillars of fairness, accountability, disclosures and transparency, equal treatment to all the stakeholders and social responsibility. Your Company believes that Corporate Governance extends beyond corporate laws. Its fundamental objective is not merely to fulfil legal requirements, but also the adherence to systems and procedures, ensuring the commitment of the Board of Directors in managing the Company's affairs in a transparent manner to maximize the long-term value of the stakeholders at large.

Your Company has adopted an appropriate Corporate Governance framework to ensure timely and accurate disclosure on all material matters including the financial position, performance, ownership and governance of the Company.

Your Company's policies and practices relating to the Corporate Governance are discussed in the following sections viz.:

### 2. BOARD OF DIRECTORS

#### Composition

The Board of Directors of your Company has an optimum combination of Executive and Non-Executive Directors to have a balanced Board Structure. The Board has six Directors (including two Woman Director), out of which two are Executive Directors, two are Non - Executive Non - Independent Director and two are Non - Executive Independent Directors of the Company as on March 31, 2025.

Composition of the Board, details of other directorships, committee positions as on March 31, 2025:

Name	Directors Identification Number (DIN)	Category of Directors	Relationship with other Directors	No. of Directorships held (including Khadim India Limited) <sup>1</sup>	No. of Membership / Chairpersonship in Board Committees (including Khadim India Limited) <sup>2</sup>	
					Member	Chairperson
Prof. (Dr.) Surabhi Banerjee <sup>3</sup>	07829304	Non-Executive Independent Director (Chairperson)	None	1	2	1
Mr. Siddhartha Roy Burman <sup>4</sup>	00043715	Promoter, Managing Director	Father of Mr. Ritoban Roy Burman and Mr. Rittick Roy Burman	1	1	-
Mr. Rittick Roy Burman <sup>5</sup>	08537366	Member of Promoter Group, Whole-time Director	Son of Mr. Siddhartha Roy Burman and brother of Mr. Ritoban Roy Burman	2	1	-
Dr. Indra Nath Chatterjee <sup>6</sup>	00122677	Non-Executive Independent Director	None	1	1	1
Mr. Alok Chauthmal Churiwala <sup>7</sup>	02043221	Non-Executive Independent Director	None	1	1	1
Mr. Ritoban Roy Burman	08020765	Member of Promoter Group, Non-Executive Non- Independent Director	Son of Mr. Siddhartha Roy Burman and brother of Mr. Rittick Roy Burman	2	1	-
Mrs. Upama Mukherjee <sup>8</sup>	10585455	Non-Executive Non-Independent Director	None	1	1	-

## Annexure – V

### Notes:

- <sup>1.</sup> Number of Directorships held excludes Directorships in Private Limited Companies, Foreign Companies, High Value Debt Listed Entities, Companies under Section 8 of the Companies Act, 2013 (earlier Section 25 of the Companies Act, 1956) and Alternate directorships.
- <sup>2.</sup> Only covers Membership / Chairpersonship of Audit Committee and Stakeholders' Relationship Committee of Listed and Unlisted Public Limited Companies.
- <sup>3.</sup> Appointed as Chairperson of the Company vide Board Meeting held on September 29, 2025 effective from the said date. Subsequently, vide Board Meeting held on March 25, 2025 she resigned from the position of "Chairperson" of the Company effective March 31, 2025 (COB) due to personal reasons. However, she continued as Non-Executive Independent Director.
- <sup>4.</sup> Re-designated from 'Chairman & Managing Director' to 'Managing Director' vide Board Meeting held on September 29, 2024 effective from the said date and then to 'Executive Chairman' in the category of "Whole-time Director" and also to be functioned as 'Chairman' for a fresh term of 3 (Three) consecutive years effective April 01, 2025 vide Board Meeting held on March 25, 2025.
- <sup>5.</sup> Re-designated and appointed as "Managing Director" of the Company for a fresh term of 3 (Three) consecutive years effective April 01, 2025 vide Board Meeting held on March 25, 2025.
- <sup>6.</sup> Retired as an Independent Director of the Company on close of business hours on September 28, 2024, upon completion of his second term of 5 (Five) years. Consequently, he ceased to be a member / Chairman of the Audit Committee of the Company.
- <sup>7.</sup> Appointed as Chairman of Audit Committee of the Company effective September 29, 2024.
- <sup>8.</sup> Appointed as a Non-Executive Non-Independent Director with effect from September 29, 2024 and thereafter re-designated as Independent Director with effect from April 01, 2025.

None of the Directors holds directorships in more than 20 (Twenty) Companies and more than 10 (Ten) Public Companies pursuant to the provisions of the Companies Act, 2013.

None of the Directors on the Board is a member of more than 10 (Ten) Board Committees and a Chairman of more than 5 (Five) such Committees, across all Companies in which he / she is a Director.

Except in Khadim India Limited, none of the Directors holds Directorship in any other listed company.

**The Board of Directors met 6 (Six) times during the year under review. The date of the Board Meetings and attendance thereat are furnished hereunder:**

Sl. No.	Date of Board Meeting	No. of Directors Present
i.	May 24, 2024	5
ii.	August 08, 2024	6
iii.	September 29, 2024	6
iv.	November 08, 2024	5
v.	February 11, 2025	5
vi.	March 25, 2025	5

In accordance with the relaxations granted by MCA and SEBI, all Board Meetings in the financial year 2024-25 were held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') except Board Meeting held on August 08, 2024.

### Attendance of individual Directors at the Board Meetings and last AGM:

Name of Director	No. of Board Meetings Attended	Attendance at last AGM held on September 24, 2024
Mr. Siddhartha Roy Burman	5	Yes
Mr. Rittick Roy Burman	6	Yes

## Annexure – V

Name of Director	No. of Board Meetings Attended	Attendance at last AGM held on September 24, 2024
Prof. (Dr.) Surabhi Banerjee	6	Yes
Dr. Indra Nath Chatterjee*	2	Yes
Mr. Alok Chauthmal Churiwala	6	Yes
Mr. Ritoban Roy Burman	3	Yes
Mrs. Upama Mukherjee**	4	Yes (By invitation)

**Notes:**

\*Retired as an Independent Director of the Company on close of business hours on September 28, 2024, upon completion of his second term of 5 (Five) years.

\*\* Appointed as a Non-Executive Non-Independent Director with effect from September 29, 2024 and re-designated as Independent Director with effect from April 01, 2025.

**The Board has adequate mix of skills, expertise and competencies for running the business of the Company. The following chart specifies the same:**

Name of Director	Operations	Audit and internal control evaluation	Financial assurance matters	Management	Administration	Sales and Marketing	Finance	Law
Prof. (Dr.) Surabhi Banerjee	-	-	-	√	√	-	√	-
Mr. Siddhartha Roy Burman	√	-	-	√	√	√	-	-
Mr. Rittick Roy Burman	√	-	-	√	-	√	-	-
Dr. Indra Nath Chatterjee	√	-	-	√	√	-	√	√
Mr. Alok Chauthmal Churiwala	-	-	-	√	√	√	√	√
Mr. Ritoban Roy Burman	-	-	-	-	-	√	-	-
Mrs. Upama Mukherjee	-	√	√	-	-	-	-	√

**Number of Shares and Convertible instruments held by Non- Executive Directors:**

As on March 31, 2025, none of the Non-Executive Directors hold any Share / Convertible instruments in the Company.

**Independent Directors:**

The Independent Directors fulfil the criteria of independence, which are given under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and are Independent of the Management of the Company.

All the Independent Directors have given declaration of independence as per the requirements of the Companies Act, 2013 and the Listing Regulations. The draft letter of appointment of Independent Directors is available on the website of the Company [www.khadims.com](http://www.khadims.com) and is available at the link [https://www.khadims.com/pages/terms\\_and\\_conditions](https://www.khadims.com/pages/terms_and_conditions).

During the year under review, one meeting of the Independent Directors of the Company, in compliance with Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations, was held on March 25, 2025.

## Annexure – V

### Familiarization Programme:

Pursuant to the provision of Regulation 25(7) of the Listing Regulations, the Company has in place Familiarization Programme for Independent Directors to familiarize them about the Company and their role, rights and responsibilities in the Company. The details of Familiarization Programme imparted during the financial year 2024- 25, are uploaded on the website of the Company and can be accessed through web-link <https://www.khadims.com/pages/familiarization-programme-independent-director>.

### 3. COMMITTEES OF THE BOARD

Your Company's Board of Directors has constituted the following Statutory Committees to comply the requirements under the Companies Act, 2013 and the Listing Regulations, viz.:

- I. Audit Committee;
- II. Nomination and Remuneration Committee;
- III. Stakeholders' Relationship Committee; and
- IV. Corporate Social Responsibility Committee.

The Chairman of the Board, in consultation with the Company Secretary and the respective Chairman of these Committees, determines the frequency of the meetings of these Committees. The recommendations of the Committees are submitted to the Board for their approval.

In accordance with the relaxations granted by MCA and SEBI, all Statutory Committee Meetings in the financial year 2024-25 were held through VC / OAVM except Audit Committee and Nomination and Remuneration Committee held on August 08, 2024.

The Board of Directors has also adopted the following policies in line with the requirement of the Listing Regulations and the Companies Act, 2013:

- a) Whistle Blower Policy (Vigil mechanism);
- b) Policy on Evaluation of performances of Board of Directors;
- c) Nomination and Remuneration Policy;
- d) Risk Management Policy;
- e) Corporate Social Responsibility Policy;
- f) Policy on Diversity of Board of Directors;
- g) Policy on Succession Planning for the Board and Senior Management;
- h) Policy on Disclosure of Material Events / Information;
- i) Policy for Preservation of Documents and Archival;
- j) Policy on Familiarisation Programme of Independent Directors;
- k) Policy on Related Party Transactions;
- l) Policy on Material Subsidiary; and
- m) Dividend Distribution Policy.

#### I. Audit Committee

The Composition of the Audit Committee as on March 31, 2025, consists of following members viz.

1. Mr. Alok Chauthmal Churiwala - Chairman^
2. Prof. (Dr.) Surabhi Banerjee - Member
3. Mrs. Upama Mukherjee - Member^^



## Annexure – V

The Group Company Secretary acts as the Secretary to the Committee.

### Notes:

^Appointed as the Chairman with effect from September 29, 2024 in place of Dr. Indra Nath Chatterjee, who retired as an Independent Director with effect from September 28, 2024.

^^Inducted as a Member of the Audit Committee with effect from September 29, 2024.

### The terms of reference of Audit Committee are as follows:

- a. Overseeing our Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. Recommending to the Board, the appointment, re-appointment, and replacement, remuneration, and terms of appointment of the statutory auditor and the fixation of audit fee;
- c. Review and monitor the auditor's independence and performance and the effectiveness of audit process;
- d. Approval of payments to the statutory auditors for any other services rendered by statutory auditors;
- e. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  1. Matters required to be stated in the Director's responsibility statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act, 2013;
  2. Changes, if any, in accounting policies and practices and reasons for the same;
  3. Major accounting entries involving estimates based on the exercise of judgment by management;
  4. Significant adjustments made in the financial statements arising out of audit findings;
  5. Compliance with listing and other legal requirements relating to financial statements;
  6. Disclosure of any related party transactions; and
  7. Qualifications and modified opinions in the draft audit report.
- f. Reviewing with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- g. Scrutiny of inter-corporate loans and investments;
- h. Valuation of undertakings or assets of our Company, wherever it is necessary;
- i. Evaluation of internal financial controls and risk management systems;
- j. Approval or any subsequent modification of transactions of our Company with related parties;
- k. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- l. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
- m. Reviewing with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;
- n. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

## Annexure – V

- o. Discussion with internal auditors on any significant findings and follow up thereon;
- p. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- q. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- r. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- s. Approval of appointment of the Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- t. Reviewing the functioning of the whistle blower mechanism, in case the same is existing;
- u. Carrying out any other functions as provided under the Companies Act, the SEBI Listing Regulations and other applicable laws;
- v. To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time;
- w. Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of the employees and directors, who used the vigil mechanism to report genuine concerns in appropriate and exceptional cases;
- x. Recommending to the Board of Directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
- y. Reviewing the utilization of loans and / or advances from investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments; and
- z. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Company's Audit Committee met 5 (Five) times during the financial year ended March 31, 2025 viz. May 24, 2024; August 08, 2024; November 08, 2024, February 11, 2025 and March 25, 2025.

The following table presents the details of attendance at the Audit Committee meetings held during the year ended March 31, 2025:

Members	Designation & Category	No. of Meetings Attended
Mr. Alok Chauthmal Churiwala <sup>\$</sup>	Chairman, Non-Executive Independent Director	5
Dr. Indra Nath Chatterjee <sup>\$\$</sup>	Past Chairman, Non-Executive Independent Director	2
Prof. (Dr.) Surabhi Banerjee	Member, Non-Executive Independent Director	5
Mrs. Upama Mukherjee <sup>\$\$\$</sup>	Member, Non-Executive Non - Independent Director	3

### Notes:

<sup>\$</sup>Appointed as the Chairman with effect from September 29, 2024.

<sup>\$\$</sup>Retired as an Independent Director and ceased to be member / chairman of the Committee with effect from September 28, 2024.

<sup>\$\$\$</sup>Inducted as a Member of the Audit Committee with effect from September 29, 2024 as Non-Executive Non-Independent Director and thereafter re-designated as Non-Executive Independent Director effective April 01, 2025.

## Annexure – V

The Group CFO and representatives of the Statutory Auditors and Internal Auditors are invitees to the Audit Committee Meetings and they attend the meetings. All the members of the Audit Committee have requisite accounting and financial management expertise.

Dr. Indra Nath Chatterjee, Past Chairman of the Audit Committee attended the previous Annual General Meeting held on September 24, 2024 and responded to the queries raised by the shareholders.

Yearly disclosure relating to SEBI (Prohibition of Insider Trading) Regulations, 2015 was placed before the Committee.

All the recommendations made by the Audit Committee were accepted by the Board of Directors.

### II. Nomination and Remuneration Committee

The Composition of the Nomination and Remuneration Committee as on March 31, 2025, consists of following members viz.:

1. Mr. Alok Chauthmal Churiwala - Chairman<sup>#</sup>
2. Prof. (Dr.) Surabhi Banerjee – Member
3. Mrs. Upama Mukherjee - Member<sup>##</sup>

The Group Company Secretary acts as the Secretary of the Committee.

#### Notes:

<sup>#</sup>Appointed as the Chairman with effect from September 29, 2024 in place of Dr. Indra Nath Chatterjee, who retired as an Independent Director with effect from September 28, 2024.

<sup>##</sup>Inducted as a Member of the Nomination and Remuneration Committee with effect from September 29, 2024.

#### The terms of reference of Nomination and Remuneration Committee are as follows:

- a. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b. Formulation of criteria for evaluation of independent directors and the Board;
- c. Devising a policy on Board diversity;
- d. Identify persons who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- e. Analysing, monitoring and reviewing various human resource and compensation matters;
- f. Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- g. Determine compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
- h. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- i. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

## Annexure – V

- j. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - i. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; or
  - ii. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.
- k. Determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- l. Perform such other activities as may be delegated by the Board of Directors and / or are statutorily prescribed under any law to be attended to by such committee;
- m. Recommend to the Board, all remuneration, in whatever form, payable to senior management; and
- n. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  1. Use the services of an external agencies, if required;
  2. Consider candidates from a wide range of backgrounds, having due regard to diversity; and
  3. Consider the time commitments of the candidates.

### Nomination and Remuneration Policy

The Company has formulated a Nomination and Remuneration policy in accordance with the provisions of the Companies Act, 2013 and the Listing Regulations and in order to harmonize the aspirations of human resources consistent with the goals of the Company which inter alia includes Company's policy on Board Diversity, selection, appointment and remuneration of Directors, criteria for determining qualifications, positive attributes, independence of a Director and criteria for performance evaluation of the Directors.

### Attendance at Nomination and Remuneration Committee Meetings:

The Company's Nomination and Remuneration Committee met 3 (Three) time during the financial year ended March 31, 2025 viz. May 24, 2024, August 08, 2024 and March 25, 2025.

The following table presents the details of attendance at the Nomination & Remuneration Committee meetings held during the year ended March 31, 2025:

Members	Designation & Category	No. of Meetings Attended
Mr. Alok Chauthmal Churiwala <sup>¥</sup>	Chairman, Non-Executive Independent Director	3
Dr. Indra Nath Chatterjee <sup>¥¥</sup>	Past Chairman, Non-Executive Independent Director	2
Prof. (Dr.) Surabhi Banerjee	Member, Non-Executive Independent Director	3
Mrs. Upama Mukherjee <sup>¥¥¥</sup>	Member, Non-Executive Non-Independent Director	1

#### Notes:

<sup>¥</sup>Appointed as the Chairman with effect from September 29, 2024.

<sup>¥¥</sup>Retired as an Independent Director and ceased to be member / chairman of the Committee with effect from September 28, 2024.

<sup>¥¥¥</sup>Inducted as a Member of the Nomination & Remuneration Committee with effect from September 29, 2024 as Non-Executive Non-Independent Director and thereafter re-designated as Non-Executive Independent Director effective April 01, 2025.



## Annexure – V

### Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board of Directors has carried out the annual performance evaluation of the entire Board, Committees and all the Directors based on the criteria laid down by the Nomination and Remuneration Committee.

The performance of the Board and individual Directors was evaluated by the Board seeking inputs from all the Directors. The criteria for performance evaluation of the Board included aspects like Board composition and structure, effectiveness of Board processes, information and functioning etc. The criteria for performance evaluation of Committees of the Board included aspects like composition of Committees, effectiveness of Committee meetings etc. The criteria for performance evaluation of the individual Directors included aspects on contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.

### Remuneration to Non-Executive Directors for the financial Year 2024-25:

The Non-Executive Directors of your Company are paid remuneration by way of sitting fees and Commission. Your Company paid Sitting Fees of ₹ 40,000 per meeting for attending meetings of the Board, Audit Committee and Nomination & Remuneration Committee, ₹ 30,000 per meeting for attending meetings of Independent Directors and ₹ 15,000 per meeting for attending meetings of the Stakeholders' Relationship Committee.

The travel expenses for attending meetings of the Board of Directors or a Committee thereof, site visits and other Company related expenses are borne by the Company, from time to time.

The criteria of making payment to Non-Executive Directors are also placed on the website of the Company viz. [www.khadims.com](http://www.khadims.com).

Details of remuneration paid / payable to the Non-Executive Directors for the financial year 2024-25 are as follows:

In ₹ million					
Members	Designation & Category	Salary	Commission	Sitting Fees	Total
Dr. Indra Nath Chatterjee <sup>f</sup>	Non-Executive Independent Director	-	-	0.24	0.24
Prof. (Dr.) Surabhi Banerjee	Non-Executive Independent Director	-	0.30	0.61	0.91
Mr. Alok Chauthmal Churiwala	Non-Executive Independent Director	-	0.30	0.59	0.89
Mr. Ritoban Roy Burman	Non-Executive Non-Independent Director	-	-	0.12	0.12
Mrs. Upama Mukherjee <sup>ff</sup>	Non-Executive Non-Independent Director	-	-	0.32	0.32

#### Notes:

<sup>f</sup>Retired as an Independent Director of the Company on close of business hours on September 28, 2024, upon completion of his second term of 5 (Five) years.

<sup>ff</sup>Appointed as a Non-Executive Non-Independent Director with effect from September 29, 2024 and re-designated as Independent Director with effect from April 01, 2025.

The remuneration paid to Non-Executive Directors includes commission and sitting fees paid towards attending the Board Meeting, Audit Committee Meeting, Nomination and Remuneration Committee Meetings and other Committee Meetings held during the year. Payment to any Non-Executive Director does not exceed more than fifty percent of the total payment made to all the Non-Executive Directors in aggregate.

## Annexure – V

The commission of ₹ 0.30 million is payable to Prof. (Dr.) Surabhi Banerjee and Mr. Alok Chauthmal Churiwala, Independent Directors subject to approval of the Members of the Company.

None of the Non-Executive Independent Directors hold any Equity Share of the Company. Further, there are no pecuniary relationships or transactions of the Non-Executive Directors with the Company, except those disclosed in the Annual Report.

The members of the Company by way of Postal Ballot on May 07, 2021 had approved **Khadim Employee Stock Option Plan 2021 (“ESOP 2021”/ “Plan”)**. The Company has not granted any Employee Stock Option to its Non-Executive Directors under the said Plan. Hence, the disclosure of the same is not applicable.

### Remuneration paid to Executive Directors

The remuneration of Executive Director(s) is decided by the Board of Directors on recommendation of Nomination & Remuneration Committee as per the Company's remuneration policy and within the overall ceiling approved by the shareholders.

The remuneration paid to Mr. Siddhartha Roy Burman for the financial year 2024 - 25 is ₹ 34.99 million inclusive of perquisites amounting to ₹ 1.73 million. There is no separate provision for payment of severance fees.

The remuneration paid to Mr. Rittick Roy Burman for the financial year 2024-25 is ₹ 5.95 million. There is no separate provision for payment of severance fees.

Notice period is 3 Months as per terms of the appointment.

The Company has not granted any Employee Stock Option to its Executive Directors. Hence, the disclosure of the same is not applicable.

### III. Stakeholders' Relationship Committee

#### Composition and attendance at Stakeholders' Relationship Committee Meeting:

In compliance with Regulation 20 of the Listing Regulations, the Board has constituted the Stakeholders' Relationship Committee pursuant to a resolution of the Board dated June 01, 2017 inter alia, to consider and review the complaints received from shareholders. Detail of share transfers / transmissions, if any, approved by the Committee are placed at the Board Meetings from time to time.

The Composition of the Stakeholders' Relationship Committee as on March 31, 2025, consists of following members viz.:

1. Prof. (Dr.) Surabhi Banerjee - Chairperson
2. Mr. Siddhartha Roy Burman - Member
3. Mr. Ritoban Roy Burman - Member

Mr. Abhijit Dan, Group Company Secretary acts as the Secretary to the Committee and is the Compliance Officer of the Company.

During the year under review, 1 (One) meeting of the Stakeholders' Relationship Committee was held on March 28, 2025. Prof. (Dr.) Surabhi Banerjee and Mr. Siddhartha Roy Burman attended the said meeting.

Prof. (Dr.) Surabhi Banerjee, Chairperson of the Stakeholders' Relationship Committee attended the previous Annual General Meeting held on September 24, 2024.

#### The brief terms of reference of the Stakeholders' Relationship Committee are as follows:

- a. Resolving the grievances of the security holders of the listed entity including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.;

## Annexure – V

- b. Review of measures taken for effective exercise of voting rights by shareholders;
- c. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- d. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company; and
- e. Carrying out any other function as prescribed under the Listing Regulations, Companies Act, 2013 and the rules and regulations made thereunder, each as amended or other applicable law.

### IV. Corporate Social Responsibility (CSR) Committee

The CSR Committee of the Board of Directors, as on March 31, 2025, consists of following members viz.

1. Prof. (Dr.) Surabhi Banerjee - Chairperson
2. Mr. Siddhartha Roy Burman - Member
3. Mr. Ritoban Roy Burman - Member

The Group Company Secretary acts as the Secretary to the Committee.

During the year under review, 1 (One) meeting of the CSR Committee was held on November 08, 2024. Prof. (Dr.) Surabhi Banerjee and Mr. Siddhartha Roy Burman attended the said meeting.

#### The brief terms of reference of the CSR Committee are as follows:

- i. Formulating and recommending to the Board the corporate social responsibility policy of the Company, including any amendments thereto in accordance with Schedule VII of the Companies Act, 2013 and the rules made thereunder;
- ii. Identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;
- iii. Recommending the amount of corporate social responsibility policy expenditure for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- iv. Identifying and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required;
- v. Delegating responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
- vi. Reviewing and monitoring the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes; and
- vii. Performing such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company.

### 4. Particulars of Senior Management

The particulars of Senior Management as per Regulation 16(1)(d) of the Listing Regulations including the changes during the financial year 2024-25 are as follows:

Sl. No.	Name	Designation
1.	Mr. Indrajit Chaudhuri	Group Chief Financial Officer <sup>€</sup>
2.	Mr. Abhijit Dan	Group Company Secretary & Head – Legal <sup>€€</sup>
3.	Mr. Tapas Ghosh <sup>€€€</sup>	General Manager - Sales & Business Development

## Annexure – V

Sl. No.	Name	Designation
4.	Mr. Aranya Ray	General Manager - Supply Chain Management
5.	Mr. Saibal Banerjee	General Manager - Administration
6.	Mr. Kaliprasad Majumder	DGM - Systems
7.	Mr. Kaushik Dutta	AGM - Sales
8.	Mr. Roshan Jaiswal	Head - Internal Audit & Risk Management

### Notes:

€Re-designated as "Group Chief Financial Officer" from "Chief Financial Officer" with effect from September 29, 2024.

€€Re-designated as "Group Company Secretary & Head-Legal" from "Company Secretary & Head-Legal" with effect from September 29, 2024.

€€€Resigned with effect from close of business hours on December 09, 2024.

### 5. SEBI Complaints Redressal System (SCORES)

The investor complaints are processed in a centralised web-based complaints redressal system.

The salient features of this system are centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Your Company has been registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint.

However, SEBI vide its Circular No. SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 07, 2022 has mandated the investors to first take up their grievances for redressal with the Company, through their designated persons / officials who handle issues relating to compliance and redressal of investor grievances. In case, the Company fails to redress the complaint within the statutory timeline, the investor may then file his / her complaint in SCORES.

No Shares are lying in Demat Suspense Account / unclaimed suspense Account. Hence, the disclosure of the same is not applicable.

### Details of Complaints received and resolved during the financial year ended March 31, 2025:

Pending redressal as on April 1, 2024	NIL
Received during the financial year ended March 31, 2025	2
Redressed during the financial year ended March 31, 2025	2
Pending redressal as on March 31, 2025	NIL

Exclusive e-mail id for Investor Grievances: [compliance@khadims.com](mailto:compliance@khadims.com).

### Online Dispute Resolution (ODR) Portal

SEBI, by consolidating its Circular having No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, read with the corrigendum cum amendment Circular having No. SEBI/HO/OIAE/OIAE\_IAD 1/P/CIR/2023/135 dated August 4, 2023 and amendment Circular having No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/191 dated December 20, 2023 has issued a Master Circular having No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated December 28, 2023 on "Online Resolution of Disputes in the Indian Securities Market".

Through the said Circulars, SEBI has established a common ODR Portal to harness online conciliation and arbitration for resolution of disputes in the Indian Securities Market.



## Annexure – V

Post exhausting the option to resolve grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://www.khadims.com/pages/investor-grievance>.

### 6. General Body meetings

#### i. Location and time, where last three Annual General Meetings (AGMs) were held:

Year	Venue	Date	Time	Special Resolutions passed
2023-24	Meeting held through VC/OAVM pursuant to various MCA Circulars	September 24, 2024	11:30 a.m. IST	i. Payment of commission to Independent Directors of the Company for the financial year ended March 31, 2024.
2022-23	Meeting held through VC/OAVM pursuant to various MCA Circulars	September 21, 2023	11:30 a.m. IST	i. Revision in remuneration of Mr. Rittick Roy Burman (DIN: 08537366), Whole-time Director of the Company with effect from April 01, 2023 for the remaining period of his tenure ending November 07, 2025. ii. Re-appointment of Mr. Siddhartha Roy Burman (DIN: 00043715) as a Chairman & Managing Director (also as a "Whole-time Key Managerial Personnel") of the Company for a further period of 3 (Three) years with effect from April 01, 2024 till March 31, 2027 (both days inclusive).
2021-22	Meeting held through VC/OAVM pursuant to various MCA Circulars	September 23, 2022	11:30 a.m. IST	i. Re-appointment of Mr. Rittick Roy Burman (DIN: 08537366), as a Whole-time Director ("Key Managerial Personnel") of the Company, for a further period of 3 (Three) years with effect from November 08, 2022 till November 07, 2025 (both days inclusive). ii. Re-appointment of Mr. Alok Chauthmal Churiwala (DIN: 02043221) as an Independent Director of the Company for second term of 5 (Five) consecutive years.

#### ii. Details of Meeting held during the year pursuant to directions of Hon'ble National Company Law Tribunal (NCLT):

Venue	Date	Time	Special Resolution passed
Meeting held pursuant to the directions of the Hon'ble NCLT, Kolkata Bench	August 12, 2024	10:30 a.m. IST	i. Consider and approve the Scheme of Arrangement between Khadim India Limited ("Demerged Company") and KSR Footwear Limited ("Resulting Company") and their respective shareholders and creditors.

#### iii. Details of special resolution propose to be passed through postal ballot:

In the financial year 2024-25, no resolution was passed through Postal Ballot.

Approval of the Members by way of a Special Resolution is proposed to be sought (vide Postal Ballot Notice dated April 01, 2025) for the following business:

- Resolution No. 1** - Re-designation and appointment of Mrs. Upama Mukherjee (DIN: 10585455) as "Independent Director" of the Company.

## Annexure – V

- b. **Resolution No. 2** - Re-designation and appointment of Mr. Siddhartha Roy Burman (DIN: 00043715) as “Executive Chairman” (also a “Whole-Time Key Managerial Personnel”) in the category of “Whole-Time Director” and also to be functioned as ‘Chairman’ of the Company for a fresh term of 3 (Three) consecutive years commencing from April 01, 2025.
- c. **Resolution No. 3** - Re-designation and appointment of Mr. Rittick Roy Burman (DIN: 08537366) as “Managing Director” (also a “Whole-Time Key Managerial Personnel”) of the Company for a fresh term of 3 (Three) consecutive years commencing from April 01, 2025.

Mr. A. K. Labh (FCS. F4848, CP No. 3238), Practicing Company Secretary has been appointed as Scrutinizer for conducting Postal Ballot only by voting through electronic means (remote e-voting) in a fair and transparent manner.

### 7. Disclosures

#### i) Statutory Compliance, Penalties / Strictures

The Company has complied with rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India and any other statutory authority relating to capital market.

No penalty or stricture has been imposed on the Company by the Stock Exchanges or SEBI on any matter related to the capital markets, during the last three years.

#### ii) Related Party Transactions

The Company has adopted the Related Party Transaction Policy, which is available on its website: [www.khadims.com](http://www.khadims.com) and can be accessed at web link: <https://www.khadims.com/pages/policy-on-related-party-transaction>.

The details of all significant transactions with related parties are periodically placed before the Audit Committee. The Company has entered into related party transactions as set out in notes to accounts, which do not have potential conflict with the interests of the Company at large.

#### iii) Subsidiary

The Company has two Wholly-owned subsidiaries i.e., Khadim Shoe Bangladesh Limited, in Bangladesh and KSR Footwear Limited (‘KFL’) as on March 31, 2025. The said Wholly-owned subsidiaries are not material subsidiaries as per Regulation 16(c) and 24 of the Listing Regulations.

However, consequent to implementation of the Scheme, KFL ceased to be a Wholly-owned Subsidiary of the Company effective April 01, 2025.

The financial statements and minutes of the Wholly-owned subsidiaries are placed before the Board of Directors from time to time for its perusal and review.

Further, the Company has adopted a policy on material subsidiaries, which is available on the website of the Company [www.khadims.com](http://www.khadims.com) and can be accessed at web link: <https://www.khadims.com/pages/policy-on-material-subsidiary>.

#### iv) Vigil Mechanism / Whistle Blower Policy

In line with the Companies Act, 2013 and the Listing Regulations, the Company has formulated Vigil Mechanism / Whistle Blower Policy to report concerns about unethical behaviour, actual or suspected incidents of fraud or violation of Code of Conduct that could adversely impact the Company’s operations, business performance and / or reputation, in a secure and confidential manner. The Company has also provided the complainant direct access to the Chairman of the Audit Committee. Further, no personnel have been denied access to the Audit Committee.

The Vigil Mechanism Policy has been placed on the website of the Company and web-link thereto is: <https://www.khadims.com/pages/policy-on-vigil-mechanism>.

## Annexure – V

### 8. Compliance with Mandatory and Non-Mandatory Requirements

The Company has complied with all the mandatory requirements of the Listing Regulations, to the extent applicable.

#### Non-Mandatory Requirements

Particulars	Status
<b>A. The Board</b>	
i. Non-Executive Chairperson may be entitled to maintain a chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his / her duties.	As on March 31, 2025, the Chairperson of the Company was a Non-Executive Independent Director. However, the Chairperson did not maintain any office at the expense of the Company.
ii. The listed entities ranked from 1001 to 2000 as per the list prepared by recognized stock exchanges in terms of sub-regulation (2) of regulation 3 shall endeavour to have atleast one woman independent director on its board of directors.	Complied
<b>B. Shareholders' Right</b>	
A half-yearly declaration of financial performance including summary of significant events in last six-months, may be sent to each household of shareholders.	Complied, as the Company's half-yearly results are published in leading English and Bengali newspaper and also uploaded on the website of the Company.
<b>C. Modified opinion(s) in audit report</b>	
The listed entity may move towards a regime of financial statements with unmodified audit opinion.	Complied, there are no qualification in the Audit Report.
<b>D. Separate posts of Chairperson and the Managing Director or the Chief Executive Officer</b>	
The listed entity may appoint separate persons to the post of the Chairperson and the Managing Director or the Chief Executive Officer, such that the Chairperson shall:	As on March 31, 2025 Prof. (Dr.) Surabhi Banerjee, Non-Executive Independent Director held the position of Chairperson and was not related to Mr. Siddhartha Roy Burman, who held the position of Managing Director of the Company. Hence, the Company was in compliance with the said requirement.
a. be a non-executive director; and	
b. not be related to the Managing Director or the Chief Executive Officer as per the definition of the term "relative" defined under the Companies Act, 2013	However, as on date of this report, Mr. Siddhartha Roy Burman and Mr. Rittick Roy Burman hold the position of Executive Chairman and Managing Director respectively. Both of them are related to each other.
<b>E. Reporting of internal auditor</b>	
The internal auditor may report directly to the Audit Committee	Complied

### 9. Non-Compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Part C of Schedule V of the Listing Regulations

There are no non-compliances of any requirements of Corporate Governance Report of sub-paras (2) to (10) of Part C mentioned in Schedule V of the Listing Regulations.

### 10. The Company has complied with Corporate Governance Requirements specified in Regulation 17 to 27 to the extent applicable and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

## Annexure – V

- 11.** In accordance with Regulation 26(6) of the Listing Regulations, we hereby confirm that no employee including Key Managerial Personnel or Director or Promoter of the Company has entered into any agreement for himself / herself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

**12. Disclosure of Accounting Treatment**

The financial statements are prepared on accrual basis of accounting in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

**13. Model Code of Conduct for Directors and Senior Management Team**

The Company has adopted a Code of Conduct applicable to all its Directors and members of the Senior Management, which is in consonance with the requirements of the Listing Regulations. The said code is available on the website of the Company and can be accessed through web-link: <https://www.khadims.com/pages/code-of-conduct>.

All the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct of the Company for the year ended March 31, 2025.

**Declaration by the Managing Director<sup>¶</sup> on Code of Conduct as required by Schedule V of the Listing Regulations**

As required under Regulation 34(3) read with Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Directors of the Board and Senior Management Personnel of Khadim India Limited (the 'Company') have affirmed, compliance with provisions of the applicable Code of Conduct of the Company during the financial year ended March 31, 2025.

**For Khadim India Limited**

Sd/-

**Rittick Roy Burman**

Managing Director

<sup>¶</sup>Redesignated as "Managing Director" from "Whole-time Director effective April 01, 2025.

**14. Joint Certification on financial statements**

In terms of requirement of Regulation 17(8) of the Listing Regulations, Mr. Rittick Roy Burman, Managing Director and Mr. Indrajit Chaudhuri, Group Chief Financial Officer of the Company have furnished certificate to the Board in the prescribed format certifying that financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The certificate has been reviewed by the Audit Committee and taken on record by the Board at the meeting held on May 20, 2025.

**15. Directors' Responsibility Statement**

The draft Directors' Responsibility Statement signed by Mr. Rittick Roy Burman, Managing Director which is included in the Board's Report for the financial year 2024-25 has been reviewed by the Audit Committee at its meeting held on May 20, 2025.

**16. Reconciliation of Share Capital Audit Report**

In terms of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary with a view to reconcile the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and those held in physical form with the total issued, paid up and listed capital of the Company. The audit report, inter alia, confirms that the Register of Members is duly updated and that demat / remat requests were confirmed within stipulated time etc. The said report is also submitted to BSE Limited and National Stock Exchange of India Limited.



## Annexure – V

### 17. Risk Management Policy

The Company has in place Risk Management System which takes care of risk identification, assessment and mitigation. There are no risks, which in the opinion of the Board threaten the existence of the Company. Risk factors and its mitigation are covered extensively in the Management Discussion and Analysis Report forming part of this Board's Report.

### 18. Code for Prevention of Insider Trading

The Company has adopted a code of conduct to regulate, monitor and report trading by insiders for prevention of Insider Trading in the shares of the Company. The code, inter-alia, prohibits purchase / sale of shares of the Company by Directors and designated person while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

### 19. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part

During the year under review, the Company paid total fee (including out of pocket expenditure) of ₹ 2.57 million on a consolidated basis to:

- i. M/s. Ray & Ray, Chartered Accountants (Firm Registration No. 301072E), Statutory Auditors of the Company;
- ii. Nurul Faruk Hasan & Co. (Deloitte Bangladesh, FRC Enlistment Number: CAF-001-139), Chartered Accountants, Statutory Auditors of Khadim Shoe Bangladesh Limited, a Wholly-owned Subsidiary company; and
- iii. M/s. Agarwal & Associates (Firm Registration No-323210E), Chartered Accountants, Statutory Auditors of KSR Footwear Limited, a Wholly-owned Subsidiary company<sup>u</sup>.

<sup>u</sup>Refer point 7(iii).

### 20. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- a. Number of Complaints filed during the financial year - NIL
- b. Number of Complaints disposed of during the financial year - Not Applicable
- c. Number of Complaints pending as on end of the financial year - Not Applicable

### 21. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Listing Regulations

During the financial year ended March 31, 2024, the Company had raised ₹ 37.30 million (being 25% of the issue price from Promoter Category and Non-Promoter Category) upon issue and allotment of 4,08,768 Fully Convertible Equity Share Warrants ('Warrants') at a price of ₹ 365 per Warrant, each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value of ₹ 10/- each, to one of the Promoters and Non - Promoter Category on preferential basis for an aggregate consideration of up to ₹ 149.20 million.

Further, the Company had received ₹ 45.00 million i.e., remaining 75% of the total consideration from Promoter Category, i.e., Mr. Siddhartha Roy Burman, for conversion of entire 1,64,384 warrants allotted to him out of total 4,08,768 warrants as aforesaid.

Accordingly, 1,64,384 Equity Shares were allotted to Mr. Siddhartha Roy Burman on March 22, 2024, pursuant to conversion of 1,64,384 Warrants. The remaining 2,44,384 share warrants were issued to two non-promoters and were outstanding for conversion as on March 31, 2024. Subsequently, on receipt of balance 75% of the total consideration of the Warrants, the said Warrants were converted during the financial year 2024 - 25 and 1,64,384 and 80,000 equity shares were issued on May 29, 2024 and July 19, 2024 respectively.

## Annexure – V

Further, out of total funds of ₹ 149.20 Million raised by the Company, ₹ 51.84 Million were utilised till March 31, 2025.

### 22. Disclosure by listed entity and its subsidiaries of loans and advances in the nature of loans to firms / companies in which directors are interested by name and amount

Not Applicable, as the Company and its subsidiary did not provide any loans and advances in the nature of loans to firms / companies in which directors are interested.

### 23. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

Not Applicable, as the Company does not have any material subsidiary.

### 24. Means of Communication

**Website:** The Company's website [www.khadims.com](http://www.khadims.com) contains, inter alia, the updated information pertaining to quarterly, half- yearly and annual financial results, annual reports, official press releases, the investor / analysts presentations, details of investor calls and meets, shareholding pattern, important announcements. The said information is available in a user friendly and downloadable form.

**Financial Results:** The quarterly, half-yearly and annual financial results of the Company are submitted to BSE Limited and National Stock Exchange of India Limited after approval of the Board of Directors of the Company. The results of the Company are published in one English daily newspaper ("Business Standard") and one Bengali newspaper ('Aajkal') within 48 hours of approval thereof.

**Annual Report:** Annual Report containing inter alia Financial Statement, Board's Report, Auditors' Report, Corporate Governance Report is circulated to the Members and others entitled thereto and is also available on website of the Company [www.khadims.com](http://www.khadims.com). In terms of amended Regulation 36 of the Listing Regulations, letter providing the web-link, including the exact path, where complete details of the Annual Report is available shall also be sent from this year to those shareholder(s) who have not registered their Email-Id with the Company / RTA / Depositories.

### Uploading on NSE Electronic Application Processing System (NEAPS) & BSE Listing Centre:

The quarterly results, quarterly compliances and all other corporate communications to the Stock Exchanges are filed electronically on NEAPS for NSE and on BSE Listing Centre for BSE.

### 25. General Shareholder's information:

<b>a. Annual General Meeting</b>	
<b>Date, time and venue</b>	The 44th Annual General Meeting (AGM) of the Company will be held on Friday, September 19, 2025 at 11:30 a.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")
<b>b. Financial Year</b>	
Financial Year is April 01 to March 31 of the following year.	
Quarterly results will be declared as per the following tentative schedule:	
Financial reporting for the quarter ending June 30, 2025	First fortnight of August, 2025
Financial reporting for the half year ending September 30, 2025	First fortnight of November, 2025
Financial reporting for the quarter ending December 31, 2025	First fortnight of February, 2026
Financial reporting for the year ending March 31, 2026	By the end of May, 2026

## Annexure – V

<b>c. Dates of Book Closure</b>	N.A.
<b>d. Record date for Dividend</b>	N.A.
<b>e. Dividend Payment Date</b>	N.A.
<b>f. Listing on Stock Exchanges &amp; Payment of Listing Fees</b>	<p>Your Company's shares are listed on:</p> <p><b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001</p> <p><b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051</p> <p>Your Company has paid the annual listing fee for the financial years 2024-25 and 2025-26 to both the exchanges within the respective due dates.</p>
<b>g. ISIN</b>	INE834I01025
<b>h. Registrars and Transfer Agents</b>	<p>M/S. MUFG Intime India Private Limited (Formerly, Link Intime India Private Limited) C-101, Embassy 247, L.B.S. Marg, Vikhroli (West) Mumbai - 400083 Tel: +91 22 49186000   F: +91 22 49186060 Email: <a href="mailto:rnt.helpdesk@in.mpms.mufg.com">rnt.helpdesk@in.mpms.mufg.com</a></p>
<b>i. Share Transfer System</b>	<p>In terms of Regulation 40(1) of the Listing Regulations, as amended, transfer of securities has been effected only in dematerialized form with effect from January 24, 2022.</p> <p>Further, SEBI vide its circular dated January 25, 2022, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal /exchange of securities certificate, endorsement, subdivision / splitting / consolidation of certificate, transmission and transposition which were allowed in physical form should be processed in dematerialised form only. The necessary forms for the above request are available on the website of the Company at <a href="https://www.khadims.com/pages/information-for-holders-of-physical-securities">https://www.khadims.com/pages/information-for-holders-of-physical-securities</a>.</p> <p>However, there is no member holding shares in physical form as on the date of this report.</p> <p>Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.</p>

## Annexure – V

<b>j. Address for Correspondence</b>	Mr. Abhijit Dan Group Company Secretary and Compliance Officer Khadim India Limited 7th Floor, Tower C, DLF IT Park 08 Major Arterial Road, Block AF New Town (Rajarhat) Kolkata - 700156 Tel: +91 33 40090501 Fax: +91 33 40090500 E-mail: compliance@khadims.com
<b>k. Dematerialization of Shares and Liquidity</b>	100% shares of your Company are held in the electronic mode as on March 31, 2025.
<b>l. Electronic Clearing Service (ECS)</b>	Members are requested to update their bank account details with their respective depository participants (for shares held in the electronic form) or write to the Company's Registrars and Transfer Agents M/S. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (for shares held in the physical form, if any).
<b>m. Investor Complaints to be addressed to</b>	Registrars and Transfer Agents or Mr. Abhijit Dan, Group Company Secretary, at the addresses mentioned earlier.
<b>n. Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, Conversion Date and likely impact on equity</b>	No GDRs/ADRs/Warrants or any Convertible Instruments are outstanding as on March 31, 2025.
<b>o. Plant Locations</b>	<p>The Company had following manufacturing units as on March 31, 2025:</p> <p><b>Panpur Factory</b> Khadim India Limited 25/1, 25/2 &amp; 25/3, Panpur Road, Mouza-Madrail, P.O.- Narayanpur, P.S. Jagatdal, Dist.- 24 Parganas (N)-743126</p> <p><b>Serampore Factory</b> Plot No. 154, 157 &amp; 158 at Delhi Road, Mouza Belumilki, JI No. 11, P.O. Belumilki, P.S. Sreerampore, Hooghly, West Bengal – 712223</p> <p>However, pursuant to Scheme of Arrangement the entire Distribution Business including the aforesaid manufacturing units stands transferred and vested with KSR Footwear Limited as a going concern on and from April 01, 2025,</p>
<b>p. Details of Suspension of Securities from trading, if any</b>	N.A.
<b>q. Commodity price risk or foreign exchange risk and hedging activities</b>	<p>The Company does not have commodity price risk.</p> <p>The details of foreign exchange exposures and hedging activities are provided in the Notes to the Financial Statements.</p>



## Annexure – V

<b>r. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad</b>	Not applicable, as the Company did not issue any debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, in India or abroad.
<b>s. Disclosure of certain type of agreements binding listed entities as per clause 5A of paragraph A of Part A of Schedule III of the Listing regulations</b>	There are no agreement impacting management or control of the Company or imposing any restriction or create any liability upon the Company.

### t. Summary of Shareholding Pattern as on March 31, 2025

Category of Shareholder	Number of Shareholders	Number of Shares held	Percentage of Shareholding
Promoter & Promoter Group	5	1,09,95,177	59.83
Public	32,492	73,83,205	40.17
<b>Total</b>	<b>32,497</b>	<b>1,83,78,382</b>	<b>100.00</b>

### u. Distribution of Shareholding as on March 31, 2025

Category of Shareholder	Number of Shareholders	Number of Shares held	Percentage of Shareholding
1 - 500	30,889	1,364,336	7.42
501 - 1000	1,001	7,26,856	3.96
1001 - 2000	331	4,81,598	2.62
2001 - 3000	96	2,38,899	1.30
3001 - 4000	47	1,61,830	0.88
4001 - 5000	39	1,81,592	0.99
5001 - 10000	48	3,31,606	1.80
10001 and Above	46	1,48,91,665	81.03
<b>Total</b>	<b>32,497</b>	<b>1,83,78,382</b>	<b>100.00</b>

### v. Bifurcation of shares held in physical and demat form as on March 31, 2025

Particulars	No. of Shares	Percentage (%)
Physical Shares (I)	NIL	N.A.
Sub-Total	NIL	N.A.
Demat Shares (II)		
NSDL (A)	1,43,67,597	78.18
CDSL (B)	40,10,785	21.82
Sub-Total (A+B)	1,83,78,382	100.00
<b>Total (I+II)</b>	<b>1,83,78,382</b>	<b>100.00</b>

## Annexure – V

### USAGE OF ELECTRONIC PAYMENT MODES FOR MAKING CASH PAYMENTS TO THE INVESTORS

SEBI has mandated the companies to use Reserve Bank of India (RBI) approved electronic payment modes such as ECS [LECS (Local ECS) / RECS (Regional ECS) / NECS (National ECS)], NEFT and others to pay Members in cash.

Recognizing the spirit of the circular issued by the SEBI, Members whose shareholding is in the electronic mode are requested to promptly update change in bank details with the Depository through your Depository Participant for receiving dividends through electronic payment modes.

Members who hold shares in physical form, if any, are requested to promptly update change in bank details with the Company / Registrar and Transfer Agents, M/s. MUFG Intime India Private Limited (Formerly, Link Intime India Private Limited) (Unit: Khadim India Limited) for receiving dividends through electronic payment modes.

The Company has also sent reminders to encash unpaid / unclaimed dividend amount as per records every year.

### GREEN INITIATIVE

Your Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA), Government of India, through its Circulars Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically as a part of its green initiatives in corporate governance.

Recognizing the spirit of the aforesaid circular issued by the MCA and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, Notice convening the General Meetings, Financial Statements, Board's Report, Auditor's Report and other documents are being sent to the email address provided by the Shareholders with the relevant depositories. However, a letter shall be sent to those shareholders, whose e-mail addresses are not registered, providing the web-link, including the exact path, where complete details of the Annual Report are available.

To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form, if any, to ensure that the Annual Report and other documents reach you on your preferred email.

For and on behalf of the Board of Directors

Place: Kolkata  
Date: May 20, 2025

**Siddhartha Roy Burman**  
Executive Chairman  
DIN: 00043715

## Annexure – V

### Certificate of Non-Disqualification of Directors (Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To  
The Members of  
**Khadim India Limited**  
7th Floor, Tower C, DLF IT Park,  
08 Major Arterial Road, Block-AF, New Town (Rajarhat),  
Kolkata, 24 Parganas North-700156

We have examined the relevant registers, records, forms, returns and disclosures relating to the Directors of Khadim India Limited having CIN: L19129WB1981PLC034337 and having Registered Office at 7th Floor, Tower C, DLF IT Park, 08 Major Arterial Road, Block-AF, New Town (Rajarhat), Kolkata, 24 Parganas North-700156 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub Clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)] as considered necessary and explanations furnished to us by the Company & its Officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of Director	DIN	Date of appointment	Date of Cessation
1.	Mr. Siddhartha Roy Burman	00043715	April 01, 2005	-
2.	Mr. Rittick Roy Burman	08537366	November 08, 2019	-
3.	Mr. Indra Nath Chatterjee	00122677	September 29, 2014	September 28, 2024*
4.	Ms. Surabhi Banerjee	07829304	May 25, 2017	-
5.	Mr. Alok Chauthmal Churiwala	02043221	May 11, 2018	-
6.	Mr. Ritoban Roy Burman	08020765	December 14, 2017	-
7.	Ms. Upama Mukherjee	10585455	September 29, 2024	-

\*Retired as an Independent Director of the Company on close of business hours on September 28, 2024, upon completion of his second term of 5 (Five) years.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **B K G & COMPANY**  
Company Secretaries  
(Firm's Registration No. - S2004WB868500)

Place: Kolkata  
Date: 20/05/2025

**(BINOD KUMAR GUPTA)**  
Partner  
(ACS-12965, C. P. No.- 3242)  
UDIN: A012965G000393103  
Peer Review Certificate No.: 2598/2022

## Annexure – V

### Independent Auditors' Certificate on Corporate Governance

To  
The Members of  
**Khadim India Limited**

This certificate is issued in accordance with the terms of our engagement letter dated 24th April, 2025.

We have examined the compliance of the conditions of Corporate Governance by Khadim India Limited ("the Company") for the year ended March 31, 2025, as stipulated under Regulations 17 to 27, clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations").

#### Managements' Responsibility

The compliance of conditions of Corporate Governance as stipulated under SEBI Listing Regulations is the responsibility of the Management of the Company. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in SEBI Listing Regulations.

#### Auditors' Responsibility

Our responsibility is limited to the examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by Institute of Chartered Accountants of India (ICAI), the Standards on Auditing specified under section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

We have complied with the relevant applicable requirements of the Standards on Quality Control (SQC) 1, Quality Control for the Firms that perform Audits and reviews of Historical Financial Information and Other Assurance and Related Service Engagements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the "SEBI Listing Regulations", as applicable for the year ended March 31, 2025.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.



## Annexure – V

### Restrictions on use

This certificate is addressed to and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the aforesaid “SEBI Listing Regulations” and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this certificate for the events and circumstances occurring after the date of this certificate.

For **Ray & Ray**  
Chartered Accountants  
(Firm's Registration No. 301072E)

**(Asish Kumar Mukhopadhyay)**

Partner

Membership No. 056359  
UDIN:25056359BMIWFV2612

Place: Kolkata  
Date: May 20, 2025

# Financial Statements

# Independent Auditor's Report

To The Members of **Khadim India Limited**

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of Khadim India Limited ("the Company"), which comprise the standalone Balance Sheet as at March 31, 2025, the standalone Statement of Profit and Loss (including Other Comprehensive Income), the standalone Statement of Changes in Equity and the standalone Statement of Cash Flows for the year then ended, notes to the standalone financial statements including material accounting policies and other explanatory information (hereinafter referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards, prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* paragraph of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules made thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report

Sr.	Key Audit Matter	Auditor's Response
1.	<b>Scheme of Arrangement</b> The Board of Directors of the Company, at its meeting dated 29th September, 2023, had approved a 'Scheme of Arrangement ('the Scheme') between Khadim India Limited (KIL) and KSR Footwear Limited (KFL) and their respective shareholders and creditors under relevant provisions of the Companies Act, 2013. Pursuant to the Scheme, KIL shall demerge its Distribution Business, as a going concern, into KFL. The Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT), vide its Order dated 27th March, 2025, has sanctioned the Scheme. Accordingly, the Appointed Date and Effective Date of the Scheme is 1st April, 2025 and 1st May, 2025 respectively.	<b>Principal Audit Procedures Performed</b> Our audit procedures related to the checking and verification of 'the Scheme' is as detailed below: <ul style="list-style-type: none"> <li>Obtained and checked the Board Resolution approving the Scheme;</li> <li>Obtained the copy of the Scheme sanctioned by NCLT;</li> <li>Checked the approvals in the form of 'No Objection' from respective stock exchanges, NSE and BSE;</li> </ul>

# Independent Auditor's Report

Sr.	Key Audit Matter	Auditor's Response
	<p>Upon the Scheme being sanctioned by the Hon'ble NCLT and in terms of the requirements of Accounting Standards (Ind. AS), the operations pertaining to the distribution business have been presented as 'Discontinued Operations'. Consequently, the standalone financial statements of the Company for the comparative periods and for the year ended 31<sup>st</sup> March, 2025 have been presented accordingly.</p> <p>Refer Note 35 to the Notes to Standalone Financial Statements.</p>	<ul style="list-style-type: none"> <li>Checked the relevant accounting standard (Ind AS) regarding presentation and disclosure of its Distribution Business as 'Discontinued Operations'.</li> </ul> <p><b>Audit Conclusions</b></p> <p>Our procedures did not identify any material exceptions.</p>
2.	<p><b>Revenue Recognition</b></p> <p>Revenue from the sale of goods (hereinafter referred to as "Revenue") is recognized when the Company performs its obligation to its customers, the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such recognition is when the control over the same is transferred to the customer, which is upon delivery.</p> <p>The timing of revenue recognition is relevant to the reported performance of the Company. The management considers revenue as a key measure for evaluation of performance. There is a risk of revenue being recorded before control is transferred.</p> <p>The Company operates through two different revenue streams – sale to Wholesale customers and Retail customers.</p> <p>The Retail revenues consist of small transactions under cash and carry model. Hence the likelihood of occurrence and magnitude of a potential misstatement arising out of revenue recognition before transfer of control is minimal.</p> <p>Accordingly, we focused our work on the risk of revenue being recognized before control is transferred in respect of its revenue from Wholesale customers.</p> <p>Refer Note 3.9 to the Standalone Financial Statements - Material Accounting Policies.</p>	<p>In order to address the risk of misstatement related to timing of revenue recognition on sale to Wholesale customers, we have performed the following procedures: -</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures including:</p> <ul style="list-style-type: none"> <li>Assessing the appropriateness of the Company's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from Contracts with Customers") and testing thereof.</li> <li>Evaluating the integrity of the general information and technology control environment and testing the operating effectiveness of key IT application controls.</li> <li>Evaluating the design and implementation of Company's controls in respect of revenue recognition. Testing the effectiveness of such controls over the timing of recognition of revenue at the year-end.</li> <li>Testing the effectiveness of such controls over the timing of recognition of revenue at the year end.</li> <li>Testing the supporting documentation for sales transactions recorded during the period closer to the year end and subsequent to the year end, including examination of credit notes issued after the year end to determine whether revenue was recognized in the correct period.</li> <li>Performing analytical procedures on current year revenue based on monthly trends and where appropriate, conducting further enquiries and testing.</li> </ul>



# Independent Auditor's Report

## Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including annexures to the Board's Report, Corporate Governance and Shareholder's Information but does not include the consolidated financial statements and standalone financial statements and our auditor's reports thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the IND AS specified under Section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

The Company's Board of Directors is also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

# Independent Auditor's Report

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required under Section 143(3) of the Act, based on our audit, we report to the extent applicable that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the accompanying standalone financial statements.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The standalone Balance Sheet, the standalone Statement of Profit and Loss including Other Comprehensive Income, standalone Statement of Changes in Equity and the standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

## Independent Auditor's Report

- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act read with relevant rules issued thereunder.
- e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure B"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting with reference to standalone financial statements of the Company.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197 (16) of the Act as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended by the Companies (Audit and Auditors) Second Amendment Rules, 2021, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in Note No. 39 of the standalone financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts that are required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025.
  - iv.
    - a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like, on behalf of the Ultimate Beneficiaries;
    - b) The management has represented, that, to the best of its knowledge and belief that no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties') with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
    - c) Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our attention that causes us to believe that the management representations under sub-clauses (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. The Company has not declared or paid any dividend during the year ended March 31, 2025.

# Independent Auditor's Report

- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the **"Annexure A"**, a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

**For RAY & RAY**

Chartered Accountants  
Firm Registration No. 301072E

**(Asish Kumar Mukhopadhyay)**

Partner  
(Membership No. 056359)  
UDIN: 25056359BMIWFW2532

Place: Kolkata  
Date: 20<sup>th</sup> May, 2025



## Annexure “A” to Independent Auditors’ Report

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the members of Khadim India Limited of even date)

- i. (a) In respect of the Company’s property, plant and equipment:
  - A. The Company has maintained proper records showing full particulars including quantitative details and situation thereof.
  - B. The Company has maintained proper records showing full particulars of intangible assets.
- (b) The property, plant and equipment of the Company were physically verified by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the items at reasonable intervals. According to the information and records provided to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our verification of the registered sale deeds / transfer deeds / conveyance deeds of the immovable properties of freehold acquired buildings that were provided to us, we report that the title deeds of immovable properties are held in the name of the Company as at the Balance Sheet date.
- (d) According to the records of the Company examined by us, the Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets during the year under audit.
- (e) According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.
- ii (a) As explained to us, the management has conducted physical verification of inventory at reasonable intervals during the year as per specified procedure. In our opinion, the coverage and frequency of such verification is appropriate. No discrepancies of 10% or more in the aggregate of each class of inventory were noticed.
- (b) As per the records of the Company and on the basis of the information and explanations given to us, the Company has a working capital limit in excess of five crore rupees sanctioned by banks during the year on the basis of security of current assets. In respect of the quarterly returns or statements of current assets filed by the Company with such banks for the respective quarters which were not subject to audit, are generally in agreement with the books of account of the Company.
- iii On the basis of examination of books of account of the Company and according to the information and explanations given to us, the Company has not made any investments in or provided any guarantee or security or granted any loans and advances in the nature of loans to companies, firms, limited liability partnerships or any other parties excepting, investments made during the year in a subsidiary company amounting to ₹ 0.60 million in Shares and the closing balances of which is ₹1.99 million as at the Balance Sheet date (Refer Note 5 to standalone financial statements).
- a) In our opinion and according to the information and explanation given to us, the terms and conditions of the investments made in subsidiary during the year is, prima facie, not prejudicial to the interest of the Company.
- In our opinion, provisions of sub clauses (a) and (c) to (f) of Clause 3 (iii) of the Order is not applicable to the Company.
- iv According to the information and explanations given to us and on the basis of our examination of records of the Company, during the year the Company has not given any loans, or provided guarantees or securities, as specified under section 185 of the Companies Act, 2013. Further, the Company has complied with the

## Annexure “A” to Independent Auditors’ Report

provisions of Section 186 of the Act, in relation to investments made in its subsidiary company during the year. The Company has not provided any loan, security and guarantees as specified under section 186 of the Act.

- v In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under Clause 3 (v) of the Order is not applicable to the Company.
- vi The Central Government has not specified maintenance of cost records under section 148 (1) of the Act in respect of the Company’s products / business activities. Accordingly, Clause 3 (vi) of the Order is not applicable to the Company.
- vii (a) According to the records of the Company examined by us, the Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues with appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees’ State Insurance, Income-Tax, Sales Tax / Value Added Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at 31<sup>st</sup> March, 2025 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and the records examined by us, details of Income Tax, Goods and Services Tax, Central Sales Tax and Value Added Tax which have not been deposited as on March 31, 2025 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount (Rupees in Millions)
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax Appeals	2017- 2018	0.44
GST Act, 2017	GST	Deputy Commissioner, West Bengal	2022 - 2023	0.85
GST Act, 2017	GST	Commissioner of CGST & CX (Appeals)	2017 - 2018	5.92
GST Act, 2017	GST	Commissioner of State Tax (Appeals), Raipur (CG)	2018 - 2019	0.08

- viii. According to the records of the Company examined by us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, reporting under Clause 3(viii) of the Order is not applicable to the Company.
- ix. (a) According to the information and explanations given to us, the Company has not defaulted in the repayment of its loans or other borrowings or in the payment of interest thereon.
- (b) According to the information and explanations given to us and representation received from the management of the Company and on the basis of our audit procedures, we report that the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanation given to us, the term loans taken by the Company were applied for the purpose for which the loans were obtained.

## Annexure “A” to Independent Auditors’ Report

- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, we report that funds raised by the Company on short term basis have not been utilised for long term purposes.
- (e) On the basis of examination of records of the Company and according to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) According to the records examined by us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries. Accordingly, reporting under this sub-clause is not applicable to the Company.
- x. (a) According to the records examined by us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under this sub-clause is not applicable to the Company
- (b) The Company has made preferential allotment of 2,44,384 equity shares by conversion of equivalent number of fully convertible equity share warrants during the year. The Company has complied with the requirements of Sections 42 and 62 of the Act and the funds so raised have been used for the intended purposes.
- xi. (a) During the course of our examination of the books of account and records of the Company carried out in accordance with the Generally Accepted Auditing Practices, we have neither come across any instance of fraud by or on the Company nor have we been informed of any such case by the management during the year.
- (b) No report under Section 143(12) of the Act has been filed by us in Form ADT – 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and upto the date of this report.
- (c) According to the information and explanations given to us, no whistle-blower complaints have been received during the year (and up to the date of this report) by the Company. Hence, reporting under this sub-clause is not applicable to the Company
- xii. The Company is not a Nidhi Company. According, Clause 3 (xii) of the Order is not applicable to the Company
- xiii. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 177 and 188 of the Act, where applicable, for transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
- xiv. (a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business;
- (b) The reports of the Internal Auditor of the Company for the period under audit have been considered by us in course of our audit.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with the directors during the year. Hence, provisions of Sec. 192 of the Act are not applicable to the Company.
- xvi. (a) According to the information and explanations given to us, and on the basis of examination of the books of account of the Company, we report that the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Hence, reporting under this sub-clause is not applicable to the Company.

## Annexure “A” to Independent Auditors’ Report

- (b) According to the records examined by us, the Company has not conducted any non-banking financial or housing finance activities during the year. Hence, this sub-clause is not applicable to the Company.
  - (c) According to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, this sub-clause is not applicable to the Company.
  - (d) According to the information and explanations given to us, the Group does not have any CIC as part of the Group. Hence this sub-clause is not applicable to the Company.
- xvii. According to the records examined by us and the information given to us, the Company has not incurred cash loss in the current financial year covered by our audit and in the immediately preceding financial year.
- xviii. There has been no resignation of statutory auditors of the Company during the financial year 2024-2025.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the plans of the Board of Directors and management, we are of the opinion that no material uncertainty exists as on the date of the audit report that the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) activities on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Act in compliance with second proviso to sub-section (5) of section 135 of the said Act.
- (b) The Company does not have any ongoing projects during the financial year covered by our audit. Accordingly, clause (xx) (b) of paragraph 3 of the aforesaid Order is not applicable to the Company.

**For RAY & RAY**

Chartered Accountants  
Firm Registration No. 301072E

**(Asish Kumar Mukhopadhyay)**

Partner  
(Membership No. 056359)  
UDIN:25056359BMIWFW2532

Place: Kolkata  
Date: 20<sup>th</sup> May, 2025

# Annexure “B” to Independent Auditors’ Report

(Referred to in paragraph 1(f) under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date)

## **Independent Auditors Report on the internal financial controls under Clause (i) of Sub-section 3 of Section 143 of the Act.**

We have audited the internal financial controls over financial reporting of Khadim India Limited (“the Company”) as at and for the year ended March 31, 2025, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

## **Responsibilities of the Management and those charged with Governance for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

## **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with respect to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting with reference to standalone financial statements.

## **Meaning of Internal Financial Controls Over Financial Reporting with reference to Financial Statements**

A company’s internal financial controls over financial reporting with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting



## Annexure “B” to Independent Auditors’ Report

principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to financial statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with respect to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls were operating effectively as at March 31, 2025, based on the criteria for internal financial control with respect to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For RAY & RAY**

Chartered Accountants  
Firm Registration No. 301072E

**(Asish Kumar Mukhopadhyay)**

Partner  
(Membership No. 056359)  
UDIN: 25056359BIMIWF2532

Place: Kolkata  
Date: 20<sup>th</sup> May, 2025

# Standalone Balance Sheet

as at 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	Note No.	As at 31 <sup>st</sup> March 2025	As at 31 <sup>st</sup> March 2024
<b>ASSETS</b>			
<b>1 Non - current assets</b>			
(a) Property, Plant and Equipment	4A	766.19	774.41
(b) Capital work - in - progress	4B	0.16	1.49
(c) Right of Use Assets	4C	1,488.51	1,652.15
(d) Intangible assets	4D	7.13	8.96
(e) Intangible assets under development	4E	1.89	-
(f) Financial Assets			
(i) Investments	5	2.09	1.49
(ii) Others	6	227.39	190.70
(g) Deferred tax assets (net)	7	109.39	116.88
(h) Current tax assets (net)	8	31.45	31.45
(i) Other non-current assets	9	93.53	103.44
<b>2 Current assets</b>			
(a) Inventories	10	2,168.81	1,936.37
(b) Financial Assets			
(i) Trade receivables	11	2,210.72	1,847.02
(ii) Cash and cash equivalents	12	80.45	55.28
(iii) Other Bank balances	13	50.02	116.39
(iv) Others	14	85.69	85.87
(c) Other current assets	15	289.50	394.59
<b>Total Assets</b>		<b>7,612.92</b>	<b>7,316.49</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	16	183.78	181.34
(b) Other Equity	17	2,332.75	2,216.44
<b>LIABILITIES</b>			
<b>1 Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	18	110.08	62.45
(ii) Lease liabilities	19	1,577.49	1,741.69
(b) Provisions	20	-	0.97
(c) Other non-current liabilities	21	4.42	6.07
<b>2 Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	22	1,030.52	1,160.51
(ii) Lease liabilities	19	234.03	241.10
(iii) Trade payables	23		
Total outstanding dues of micro enterprises and small enterprises		4.19	2.10
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,964.93	1,556.35
(iv) Other financial liabilities	24	114.53	104.78
(b) Other current liabilities	25	46.78	41.54
(c) Provisions	26	0.64	1.15
(d) Current Tax Liabilities (net)	27	8.78	-
<b>Total Equity and Liabilities</b>		<b>7,612.92</b>	<b>7,316.49</b>

The accompanying notes are an integral part of the standalone financial statements.

In terms of our report of even date attached

For and on behalf of Board of Directors

**For Ray & Ray**

Chartered Accountants

FRN - 301072E

**Siddhartha Roy Burman**

Executive Chairman

DIN: 00043715

**Rittick Roy Burman**

Managing Director

DIN: 08537366

**Asish Kumar Mukhopadhyay**

Partner

Membership no.- 056359

**Abhijit Dan**

Group Company Secretary &amp; Head - Legal

Membership No.: ACS 21358

**Indrajit Chaudhuri**

Group Chief Financial Officer

Membership No.:FCA 61162

Place: Kolkata

Date: 20<sup>th</sup> May 2025

# Standalone Statement of Profit and Loss

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	Note No.	For the year ended 31 <sup>st</sup> March 2025	For the year ended 31 <sup>st</sup> March 2024
<b>I. Revenue From Operations</b>	28	4,180.33	4,262.52
<b>II. Other Income</b>	29	103.89	83.65
<b>III. Total Income ( I + II )</b>		<b>4,284.22</b>	<b>4,346.17</b>
<b>IV. Expenses :</b>			
Cost of materials consumed		85.76	77.67
Purchases of Stock-in-Trade		2,167.90	2,145.51
Changes in inventories of finished goods, stock-in-trade and work-in-progress	30	(345.41)	(153.16)
Employee benefits expense	31	603.34	567.27
Finance costs	32	248.76	257.09
Depreciation and amortization expense	4F	287.75	276.95
Other expenses	33	1,016.00	902.85
<b>Total expenses</b>		<b>4,064.10</b>	<b>4,074.18</b>
<b>V. Profit before tax from continuing operations ( III - IV )</b>		<b>220.12</b>	<b>271.99</b>
<b>VI. Tax expense:</b>	34		
(1) Current tax		33.87	33.39
(2) Deferred tax		(7.72)	5.32
		<b>26.15</b>	<b>38.71</b>
<b>VII. Profit from continuing operations ( V - VI )</b>		<b>193.97</b>	<b>233.28</b>
<b>VIII. Loss from discontinued operations (Net of Tax)</b>	35	<b>(142.02)</b>	<b>(170.12)</b>
<b>IX. Profit for the year ( VII + VIII )</b>		<b>51.95</b>	<b>63.16</b>
<b>X. Other Comprehensive Income/(Loss)</b>			
(i) Items that will not be reclassified to profit or loss			
- Re-measurement loss on defined benefit plans	41.2	(0.13)	(1.64)
(ii) Income tax relating to items that will not be reclassified to profit or loss	34	0.03	0.41
<b>Other Comprehensive Income/(Loss) for the year</b>		<b>(0.10)</b>	<b>(1.23)</b>
<b>XI. Total Comprehensive Income for the year ( IX + X )</b>		<b>51.85</b>	<b>61.93</b>
(Comprising of profit and other comprehensive income/(loss) for the year)			
<b>XII. Earnings per equity share : [Nominal Value per Share ₹10/- (Previous year ₹10/-)]</b>	36		
<b>Continuing operations (in ₹)</b>			
(1) Basic		10.58	12.98
(2) Diluted		10.58	12.98
<b>Discontinued operations (in ₹)</b>			
(1) Basic		(7.75)	(9.47)
(2) Diluted		(7.75)	(9.47)
<b>From continuing and discontinued operations (in ₹)</b>			
(1) Basic		2.83	3.51
(2) Diluted		2.83	3.51

The accompanying notes are an integral part of the standalone financial statements.

In terms of our report of even date attached

For and on behalf of Board of Directors

**For Ray & Ray**

Chartered Accountants

FRN - 301072E

**Siddhartha Roy Burman**

Executive Chairman

DIN: 00043715

**Rittick Roy Burman**

Managing Director

DIN: 08537366

**Asish Kumar Mukhopadhyay**

Partner

Membership no.- 056359

**Abhijit Dan**

Group Company Secretary & Head - Legal

Membership No.: ACS 21358

**Indrajit Chaudhuri**

Group Chief Financial Officer

Membership No.:FCA 61162

Place: Kolkata

Date: 20<sup>th</sup> May 2025

# Standalone Statement of Changes in Equity

for the year ended 31st March 2025

(All amounts in Rupees millions, unless otherwise stated)

## (a) Equity Share Capital

Balance as at 1st April 2024	Changes in equity share capital during the year	Balance as at 31st March 2025
181.34	2.44	183.78

Balance as at 1st April 2023	Changes in equity share capital during the year	Balance as at 31st March 2024
179.70	1.64	181.34

## (b) Other Equity

Particulars	Reserves and surplus				Money received against share warrants	Total other equity
	Capital reserve -Amalgamation Reserve	Securities premium	Share options outstanding account	Retained earnings		
<b>Balance as at 1st April 2024</b>	<b>231.92</b>	<b>1,280.19</b>	<b>9.96</b>	<b>672.07</b>	<b>22.30</b>	<b>2,216.44</b>
Profit for the year	-	-	-	51.95	-	51.95
Other comprehensive loss (net of tax)*	-	-	-	(0.10)	-	(0.10)
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>51.85</b>	<b>-</b>	<b>51.85</b>
Proceeds from issue of share warrants on preferential basis (Refer Note 16.4)	-	-	-	-	66.90	66.90
Equity shares issued upon conversion of share warrants (Refer Note 16.4)	-	86.76	-	-	(89.20)	(2.44)
Lapse of Share options outstanding	-	-	(3.70)	3.70	-	-
<b>Balance as at 31st March 2025</b>	<b>231.92</b>	<b>1,366.95</b>	<b>6.26</b>	<b>727.62</b>	<b>-</b>	<b>2,332.75</b>
<b>Balance as at 1st April 2023</b>	<b>231.92</b>	<b>1,221.83</b>	<b>10.70</b>	<b>609.40</b>	<b>-</b>	<b>2,073.85</b>
Profit for the year	-	-	-	63.16	-	63.16
Other comprehensive loss (net of tax)*	-	-	-	(1.23)	-	(1.23)
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>61.93</b>	<b>-</b>	<b>61.93</b>
Proceeds from issue of share warrants on preferential basis (Refer Note 16.4)	-	-	-	-	82.30	82.30
Equity shares issued upon conversion of share warrants (Refer Note 16.4)	-	58.36	-	-	(60.00)	(1.64)
Lapse of Share options outstanding	-	-	(0.74)	0.74	-	-
<b>Balance as at 31st March 2024</b>	<b>231.92</b>	<b>1,280.19</b>	<b>9.96</b>	<b>672.07</b>	<b>22.30</b>	<b>2,216.44</b>

\*Loss of ₹ 0.10 millions (Previous year: ₹ 1.23 millions) on remeasurement of defined employee benefit plans (net of tax) is recognised as a part of retained earnings for the year ended 31st March 2025.

# Standalone Statement of Changes in Equity

for the year ended 31st March 2025

(All amounts in Rupees millions, unless otherwise stated)

The Board of Directors of the Company has not recommended any dividend for the current financial year.

**Capital Reserve:** This Reserve represents the surplus of net assets over the Equity Shares issued as purchase consideration pursuant to the Scheme of Amalgamation approved by the Hon'ble High Court at Calcutta with effect from 1st October 2004

**Securities premium:** This Reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.

**Share options outstanding account:** This Reserve relates to stock options granted by the Company under Khadim Employee Stock Option Plan 2017. This Reserve is transferred to securities premium or retained earnings on exercise or cancellation of vested options.

**Retained earnings:** This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

The accompanying notes are an integral part of the standalone financial statements.

In terms of our report of even date attached

For and on behalf of Board of Directors

## For Ray & Ray

Chartered Accountants

FRN - 301072E

## Asish Kumar Mukhopadhyay

Partner

Membership no.- 056359

Place: Kolkata

Date: 20<sup>th</sup> May 2025

## Siddhartha Roy Burman

Executive Chairman

DIN: 00043715

## Rittick Roy Burman

Managing Director

DIN: 08537366

## Abhijit Dan

Group Company Secretary & Head - Legal

Membership No.: ACS 21358

## Indrajit Chaudhuri

Group Chief Financial Officer

Membership No.: FCA 61162



# Standalone Statement of Cash Flows

for the year ended 31st March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/(loss) before Tax for the year		
- Continuing Operations	220.12	271.99
- Discontinued Operations (Refer Note 35)	(149.07)	(189.43)
Adjustments for:		
Depreciation and amortization expense	405.13	404.44
Loss on disposal of property, plant and equipment (net)	3.75	4.62
Interest Received	(29.19)	(24.39)
Liabilities/Provisions no longer required written back	(58.24)	(30.55)
Government grant received	(1.74)	(2.55)
Provision for doubtful debts, advances and other assets	37.24	4.77
Debts/Advances written off	16.24	32.50
Foreign currency translations and transactions - Net	(0.36)	(0.29)
Finance costs	300.64	313.02
<b>Operating Profit before Working Capital Changes</b>	<b>744.52</b>	<b>784.13</b>
Adjustments for:		
Trade Receivables, Loans and Advances and Other Assets	(273.17)	141.75
Inventories	(232.44)	(132.15)
Trade Payables, Other Liabilities and Provisions	435.96	(267.92)
<b>Cash Generated from Operations</b>	<b>674.87</b>	<b>525.81</b>
Net income tax paid	(2.80)	(10.82)
<b>Net Cash generated from Operating Activities (A)</b>	<b>672.07</b>	<b>514.99</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment, intangible assets and movements in CWIP	(119.41)	(104.19)
Sale of property, plant and equipment, intangible assets	1.59	4.65
Investments in bank deposits	(41.56)	(78.45)
Maturity of bank deposits	62.50	74.30
Investment in Wholly-Owned Subsidiary	(0.60)	(0.10)
Interest Received	8.10	8.39
<b>Net Cash used in Investing Activities (B)</b>	<b>(89.38)</b>	<b>(95.40)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Issue of equity share warrants (Refer note 16.4)	66.90	82.30
Interest paid	(124.23)	(140.09)
Repayment of lease liability	(417.12)	(398.14)
Payment of initial direct cost recognised as Right of Use Asset	(0.71)	(2.81)

# Standalone Statement of Cash Flows

for the year ended 31st March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Long term loans taken	104.55	66.00
Long term loans repaid	(49.10)	(113.46)
Short term loans taken	3.00	1.00
<b>Net Cash used in Financing Activities (C)</b>	<b>(416.71)</b>	<b>(505.20)</b>
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	165.98	(85.61)
Cash and Cash Equivalents at beginning of year	(979.14)	(893.53)
<b>Cash and Cash Equivalents at end of year</b>	<b>(813.16)</b>	<b>(979.14)</b>

## Notes:

- I The above Statement of Cash Flows has been prepared under "Indirect Method" as set out in Ind AS - 7 on "Statement of Cash Flows".
- II **Cash and Cash Equivalents:**

Particulars	As at 31st March 2025	As at 31st March 2024
Cash Credit facilities	(893.61)	(1,034.42)
Cash and cash equivalents (Note 12)	80.45	55.28
<b>Cash and cash equivalents as above</b>	<b>(813.16)</b>	<b>(979.14)</b>

The accompanying notes are an integral part of the standalone financial statements.

In terms of our report of even date attached

For and on behalf of Board of Directors

## For Ray & Ray

Chartered Accountants  
FRN - 301072E

## Asish Kumar Mukhopadhyay

Partner  
Membership no.- 056359

Place: Kolkata

Date: 20<sup>th</sup> May 2025

## Siddhartha Roy Burman

Executive Chairman  
DIN: 00043715

## Abhijit Dan

Group Company Secretary & Head - Legal  
Membership No.: ACS 21358

## Rittick Roy Burman

Managing Director  
DIN: 08537366

## Indrajit Chaudhuri

Group Chief Financial Officer  
Membership No.: FCA 61162

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 1 Corporate information

Khadiim India Limited (the 'Company') is a Public Limited Company engaged in the manufacturing / retail business of footwear and accessories. The Company is incorporated and domiciled in Republic of India. The address of its Registered office is DLF IT Park, Tower-C, 7th Floor, 08 Major Arterial Road, Block-AF, New Town (Rajarhat), Kolkata - 700156. The Company listed its equity shares on 14th November 2017 on BSE and NSE.

## 2 Recently issued accounting pronouncements:

The Ministry of Corporate Affairs ("MCA") notifies new standards / amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind AS 116 - Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. 1st April 2024. The Company has reviewed the new pronouncements and based on its evaluation, has determined that it does not have any significant impact on its standalone financial statements.

## 3 Material accounting policies

### 3.1 Statement of Compliance

These standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind ASs) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. The standalone financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013. Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy.

### 3.2 Basis of preparation

The standalone financial statements are prepared as going concern, on accrual basis and in accordance with the historical cost convention, except for certain assets and liabilities that are measured at fair values, as explained in the accounting policies.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- I In the principal market for the asset or liability, or
- II In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

Fair value for measurement and / or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 - Share-based Payment, leasing transactions that are within the scope of Ind AS 116 - Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 - Inventories or value in use in Ind AS 36 - Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety.

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 3.3 Operating cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – "Presentation of Financial Statements", based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. Accordingly, the Company has determined its operating cycle to be 12 months.

## 3.4 Property, Plant and Equipment

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognized as at 1st April 2016 measured as per the previous GAAP.

Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalised. Expenses capitalised also include applicable borrowing costs for qualifying assets, if any. All upgradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning. Items of property, plant and equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of the assets after commissioning, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a straight line basis. Freehold Land is not depreciated. The estimated useful lives of property, plant and equipment of the Company depending on its nature and classification are as follows:

Buildings - 30 – 60 Years

Leasehold Improvements - Shorter of lease period or over 6 years

Plant and Equipment - 5 – 15 Years

Furniture and Fixtures – 10 Years

Vehicles - 10 Years

Office Equipment - 5 Years

Property, plant and equipment's residual values and useful lives are reviewed at each Balance Sheet date and changes, if any, are treated as changes in accounting estimate.

## 3.5 Intangible Assets

Intangible assets acquired separately are recorded at cost at the time of initial recognition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Intangible assets (Computer Software) with finite lives are amortized over the useful economic life (not exceeding five years) and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets is recognized in the statement of profit and loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

## 3.6 Impairment of Property, Plant and Equipment and Intangible Assets

At the end of each reporting period, the Company reviews the carrying amount of its property, plant and equipment and intangible assets to determine whether there is any indicator that those assets have suffered an impairment loss. If any such indicator exists, the recoverable amount of the asset is estimated in order to determine the impairment loss. When it is not possible to determine the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money.

## 3.7 Assets held for disposal

Assets are classified as held for disposal if their carrying amount is intended to be recovered principally through a sale (rather than through continuing use) when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset and the sale is highly probable. These are measured at lower of their carrying amount and fair value less costs to sell.

## 3.8 Inventories

Inventories are valued at cost and net realisable value, whichever is lower. The cost is calculated on First In First Out basis (FIFO). Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. Net realisable value is the estimated selling price less estimated costs for completion and sale. Obsolete, slow moving and defective inventories are identified from time to time and, where necessary, a provision is made for such inventories.

## 3.9 Revenue Recognition

The Company earns revenue primarily from sale of footwear and leather accessories.

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made and the Company has performed its obligations. Revenue is measured at the fair value of the consideration received or receivable for goods supplied, net of returns and discounts to customers.

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).



# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Interest income from a financial asset is recognised when it is probable that the economic benefit will flow to the Company and the amount can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the assets' net carrying amount on initial recognition.

## 3.10 Government Grant

The Company receives government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria. Government grants are recognized when there is reasonable assurance that the grant will be received, and the Company will comply with the conditions attached to the grant. Accordingly, government grants:

- a. related to or used for assets, are included in the Balance Sheet as deferred income and recognized as income over the useful life of the assets.
- b. related to incurring specific expenditures, are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.
- c. by way of financial assistance on the basis of certain qualifying criteria, are recognized as they become receivable.

## 3.11 Foreign Currency Transactions

The functional and presentation currency of the Company is Indian Rupee. Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Gains/ losses arising on settlement as also on translation of monetary items are recognized in the Statement of Profit and Loss.

## 3.12 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## 3.13 Employee Benefits

### I Short-term employee benefits

All short-term employee benefits such as salaries, wages, bonus etc. which fall within 12 months of the period in which the employee renders related services which entitles them to avail such benefits and also non-accumulating compensated absences are recognized on an undiscounted basis and charged to the Statement of Profit and Loss.

### II Defined contribution plan

The Company's contribution towards Provident Fund and Employee State Insurance with respect to employees paid/ payable during the year to the respective Authorities are considered as Defined Contribution Plans and are charged to the Statement of Profit and Loss.

### III Defined benefit plan

The Company maintains Gratuity Plan for all its eligible employees and the same is a defined benefit plan. The cost of providing benefits under the defined benefit gratuity obligation is determined by independent actuary at each balance sheet date using the projected unit credit method.

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Service costs and net interest expense or income is reflected in the Statement of Profit and Loss. Gain or Loss on account of remeasurements are recognized immediately through other comprehensive income in the period in which they occur.

## IV Other long term employee benefits

The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Actuarial gains/losses are immediately taken to the statement of profit and loss. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

## V Employee Share Based Compensation

Stock Options are granted to eligible employees in accordance with the Khadim Employee Stock Option Schemes ("ESOP"), as may be decided by the Nomination and Remuneration Committee.

The cost of ESOP is recognized based on the fair value of Stock Options as on the grant date. The fair value of Stock Options granted and vested are recognized in the Statement of Profit and Loss.

## 3.14 Leases

The Company, at the inception of a contract, assesses whether the contract is a lease or not. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after 1 April, 2019.

### Company as a Lessee

The Company assesses whether a contract is or contains a lease according to Ind AS 116 'Leases' at the inception of the contract. A contract is, or contains, a lease if the contract involves–

- (a) the use of an identified asset,
- (b) the right to obtain substantially all the economic benefits from use of the identified asset, and
- (c) the right to direct the use of the identified asset.

The Company at the inception of the lease contract i.e. at the lease commencement date recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term).

### Right-of-use assets

At the lease commencement date, the right-of-use asset is initially measured at cost which comprises the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets.

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## Lease Liabilities

At the lease commencement date, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. This includes fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees, the exercise price of a purchase option if the Company is reasonably certain to exercise that option, and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option. In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

For short-term leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

## Company as a Lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Where the Company is a lessor under an operating lease, the asset is capitalised within property, plant and equipment and depreciated over its useful economic life. Payments received under operating leases are recognized in the Statement of Profit and Loss on a straight-line basis over the term of the lease.

## 3.15 Income Taxes

Income tax comprises of current taxes and deferred taxes.

### Current tax

Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

### Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relates to the same taxation authority.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

## 3.16 Provisions, Contingent liabilities and Contingent assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in the statement of profit or loss, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as part of finance costs.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

The Company does not recognise contingent assets.

## 3.17 Dividend Distribution

Dividends paid (including income tax thereon) is recognized in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by Shareholders.

## 3.18 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding cash credit as they are considered an integral part of the Company's cash management.

## 3.19 Financial instruments, Financial assets, Financial liabilities and Equity instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities.

### Financial assets

#### Recognition

Financial assets include Investments, Trade receivables, Advances, Security Deposits, Cash and cash equivalents. Such assets are initially recognized at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

valued through the Statement of Profit and Loss. Investment in Subsidiary is carried at cost.

## Classification

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification. Financial assets are classified as those measured at:

- a. amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/or interest.
- b. fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognized in other comprehensive income.
- c. fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognized in the Statement of Profit and Loss in the period in which they arise.

Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

## Impairment

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognized if the credit quality of the financial asset has deteriorated significantly since initial recognition.

## Reclassification

When and only when the business model is changed, the Company shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income, fair value through profit or loss without restating the previously recognized gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

## Derecognition

Financial assets are derecognized when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership. Concomitantly, if the asset is one that is measured at:

- a. amortised cost, the gain or loss is recognized in the Statement of Profit and Loss;
- b. fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.



# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## Income Recognition

Interest income is recognized in the Statement of Profit and Loss using the effective interest method. Dividend income is recognized in the Statement of Profit and Loss when the right to receive dividend is established.

## Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognized at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption / settlement is recognized in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet. Financial liabilities are derecognized when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled or on expiry.

## Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

## Equity Instruments

Equity instruments are recognized at the value of the proceeds, net of direct costs of the capital issue.

## 4 Significant accounting judgments, estimates and assumptions

The preparation of standalone financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the standalone financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### I Useful lives of property, plant and equipment and intangible assets

Management reviews the useful lives of property, plant and equipment and intangible assets at least once in a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly depreciable lives are reviewed annually using the best information available to the Management.

#### II Actuarial Valuation

The determination of Company's liability towards employee benefits in the nature of gratuity and unpaid leave balance is made through independent actuarial valuation including determination of amounts to be recognized in the Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the standalone financial statements.

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 4A PROPERTY, PLANT AND EQUIPMENT

Particulars	GROSS BLOCK						
	As at 1st April 2023	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2024	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2025
Buildings	472.61	1.44	0.12	473.93	0.42	-	474.35
Leasehold Improvements	321.99	41.85	29.90	333.94	70.26	48.55	355.65
Plant and equipment	679.77	22.65	35.37	667.05	25.69	13.55	679.19
Furniture and Fixtures	200.55	16.22	7.16	209.61	18.53	10.93	217.21
Vehicles	10.45	-	-	10.45	-	-	10.45
Office Equipment	39.64	1.75	4.33	37.06	1.24	1.67	36.63
<b>Total</b>	<b>1,725.01</b>	<b>83.91</b>	<b>76.88</b>	<b>1,732.04</b>	<b>116.14</b>	<b>74.70</b>	<b>1,773.48</b>
<b>4B Capital work - in - progress</b>	<b>4.38</b>	<b>7.78</b>	<b>10.67</b>	<b>1.49</b>	<b>6.29</b>	<b>7.62</b>	<b>0.16</b>

## 4A PROPERTY, PLANT AND EQUIPMENT

Particulars	ACCUMULATED DEPRECIATION/AMORTIZATION						NET BLOCK		
	As at 1st April 2023	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2024	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2025	As at 31st March 2025	As at 31st March 2024
Buildings	84.87	13.28	0.12	98.03	13.26	-	111.29	363.06	375.90
Leasehold Improvements	228.59	33.02	26.74	234.87	33.65	46.53	221.99	133.66	99.07
Plant and equipment	430.39	63.33	29.84	463.88	52.88	12.54	504.22	174.97	203.17
Furniture and Fixtures	111.73	16.03	6.65	121.11	15.86	8.62	128.35	88.86	88.50
Vehicles	8.27	1.03	-	9.30	0.50	-	9.80	0.65	1.15
Office Equipment	31.03	3.67	4.26	30.44	2.85	1.65	31.64	4.99	6.62
<b>Total</b>	<b>894.88</b>	<b>130.36</b>	<b>67.61</b>	<b>957.63</b>	<b>119.00</b>	<b>69.34</b>	<b>1,007.29</b>	<b>766.19</b>	<b>774.41</b>
<b>4B Capital work - in - progress</b>								<b>0.16</b>	<b>1.49</b>

### Note:

The amount of expenditures recognized in the carrying amount of property, plant and equipment in the course of construction is ₹ 0.42 millions (Previous Year - ₹1.44 millions)

## 4C RIGHT-OF-USE ASSETS

Particulars	GROSS BLOCK		
	Buildings	Land*	Total
<b>Gross Carrying Value as at 31st March 2023</b>	<b>2,186.53</b>	<b>39.73</b>	<b>2,226.26</b>
Additions during the year	358.41	-	358.41
Deletions during the year	(167.94)	-	(167.94)
<b>Gross Carrying Value as at 31st March 2024</b>	<b>2,377.00</b>	<b>39.73</b>	<b>2,416.73</b>
Additions during the year	267.35	-	267.35
Deletions during the year	(313.68)	-	(313.68)
<b>Gross Carrying Value as at 31st March 2025</b>	<b>2,330.67</b>	<b>39.73</b>	<b>2,370.40</b>

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	ACCUMULATED DEPRECIATION		
	Buildings	Land	Total
<b>Accumulated Depreciation as at 31st March 2023</b>	<b>618.35</b>	<b>4.63</b>	<b>622.98</b>
Depreciation Expenses	270.76	1.16	271.92
Deductions / Adjustments	(130.32)	-	(130.32)
<b>Accumulated Depreciation as at 31st March 2024</b>	<b>758.79</b>	<b>5.79</b>	<b>764.58</b>
Depreciation Expenses	282.38	1.16	283.54
Deductions / Adjustments	(166.23)	-	(166.23)
<b>Accumulated Depreciation as at 31st March 2025</b>	<b>874.94</b>	<b>6.95</b>	<b>881.89</b>

Particulars	NET CARRYING VALUE		
	Buildings	Land	Total
<b>Net Carrying Value as at 31st March 2024</b>	<b>1,618.21</b>	<b>33.94</b>	<b>1,652.15</b>
<b>Net Carrying Value as at 31st March 2025</b>	<b>1,455.73</b>	<b>32.78</b>	<b>1,488.51</b>

\*This includes ₹ 22.50 millions paid to Kolkata Metropolitan Development Authority (KMDA) as lease premium for a land at Laskarhat, Kolkata having a lease term of 99 years. The Company has received possession for 10.75 cottahs, for which the related lease deed has been executed. Remaining portion of the said land was under litigation before High Court Calcutta and Alipore Court wherein both courts have passed judgement in favour of the Company. The losing party has filed Special Leave Petition (SLP) before Supreme Court and the same is pending "for admission" before the Apex Court. In the meantime, the Company is following up with KMDA to execute the Lease deed for remaining portion of 34.25 cottahs of Land.

## 4D INTANGIBLE ASSETS

Particulars	GROSS BLOCK						
	As at 1st April 2023	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2024	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2025
Computer software (acquired)	4.28	8.87	0.81	<b>12.34</b>	0.76	-	<b>13.10</b>

INTANGIBLE ASSETS	ACCUMULATED AMORTIZATION						NET BLOCK		
	As at 1st April 2023	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2024	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2025	As at 31st March 2025	As at 31st March 2024
Computer software (acquired)	2.03	2.16	0.81	<b>3.38</b>	2.59	-	<b>5.97</b>	<b>7.13</b>	<b>8.96</b>

## 4E INTANGIBLE ASSETS UNDER DEVELOPMENT

Particulars	GROSS BLOCK						
	As at 1st April 2023	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2024	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2025
Computer software (acquired)	3.20	-	3.20	-	1.89	-	<b>1.89</b>

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 4F DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Tangible Assets	119.00	130.36
Right-of-Use Assets	283.54	271.92
Intangible Assets	2.59	2.16
<b>Total</b>	<b>405.13</b>	<b>404.44</b>
<b>Less:</b> Depreciation and amortization expense related to discontinued operations (Refer Note 35)	117.38	127.49
<b>Depreciation and amortization expense related to continuing operations</b>	<b>287.75</b>	<b>276.95</b>

## 4G Capital work - in - progress ageing

### Ageing for Capital work - in - progress as at 31st March 2025

Capital work - in - progress	Amount in Capital work - in - progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	0.16	-	-	-	0.16

### Ageing for Capital work - in - progress as at 31st March 2024

Capital work - in - progress	Amount in Capital work - in - progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1.49	-	-	-	1.49

## 4H Intangible Assets under development ageing

### Ageing for Intangible Assets under development as at 31st March 2025

Intangible Assets under development	Amount in Capital work - in - progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1.89	-	-	-	1.89

### Ageing for Intangible Assets under development as at 31st March 2024

Intangible Assets under development	Amount in Capital work - in - progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 5 INVESTMENTS - NON-CURRENT

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Investment in Equity Instruments (Unquoted)</b>		
<b>In Subsidiary (at cost)</b>		
Khadim Shoe Bangladesh Limited		
250 (Previous Year - 165) ordinary shares of BDT 10,000 each fully paid up	1.99	1.39
KSR Footwear Limited		
10,000 (Previous Year - 10,000) equity shares of ₹ 10 each fully paid up	0.10	0.10
	<b>2.09</b>	<b>1.49</b>
Aggregate book value of unquoted investments	2.09	1.49

## 6 OTHER FINANCIAL ASSETS - NON-CURRENT

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Unsecured, Considered Good</b>		
Security and other deposits	171.64	180.10
Bank deposits with more than 12 months maturity (including interest accrued)		
- Against guarantees and letter of credit	6.76	5.43
- As security with Sales Tax Authorities	0.02	0.02
- Pledged against credit facilities	48.37	4.27
Employee Advances	0.60	0.88
<b>Total</b>	<b>227.39</b>	<b>190.70</b>

## 7 DEFERRED TAX ASSETS/(LIABILITIES) (NET)

Particulars	As at 31st March 2025	As at 31st March 2024
Deferred tax assets	140.57	154.26
Less: Deferred tax liabilities	31.18	37.38
<b>Total</b>	<b>109.39</b>	<b>116.88</b>

### 7.1 Movement in deferred tax liabilities/assets balances

2024-25	Opening balance	Recognized in profit or loss	Recognized in OCI	Closing balance
<b>Deferred tax liabilities/assets in relation to:</b>				
On fiscal allowances on property, plant and equipment, etc.	37.38	(6.20)	-	31.18
<b>Total deferred tax liabilities</b>	<b>37.38</b>	<b>(6.20)</b>	<b>-</b>	<b>31.18</b>



# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

2024-25	Opening balance	Recognized in profit or loss	Recognized in OCI	Closing balance
On employees' separation and retirement etc.	0.54	(0.40)	0.03	0.17
On right of use asset and lease liabilities	95.83	(2.17)	-	93.66
On accumulated business loss	23.25	(23.25)	-	-
On financial assets measured at fair value	4.54	(0.30)	-	4.24
On provision for doubtful debts and advances	15.78	9.38	-	25.16
On other assets	1.38	(0.20)	-	1.18
On provision for slow moving inventories	12.94	3.22	-	16.16
<b>Total deferred tax assets</b>	<b>154.26</b>	<b>(13.72)</b>	<b>0.03</b>	<b>140.57</b>
	<b>(116.88)</b>	<b>7.52</b>	<b>(0.03)</b>	<b>(109.39)</b>
2023-24	Opening balance	Recognized in profit or loss	Recognized in OCI	Closing balance
<b>Deferred tax liabilities/assets in relation to:</b>				
On fiscal allowances on property, plant and equipment, etc.	45.93	(8.55)	-	37.38
<b>Total deferred tax liabilities</b>	<b>45.93</b>	<b>(8.55)</b>	<b>-</b>	<b>37.38</b>
On employees' separation and retirement etc.	0.41	(0.28)	0.41	0.54
On right of use asset and lease liabilities	88.63	7.20	-	95.83
On accumulated business loss	59.59	(36.34)	-	23.25
On financial assets measured at fair value	4.53	0.01	-	4.54
On provision for doubtful debts and advances	14.58	1.20	-	15.78
On other assets	1.80	(0.42)	-	1.38
On provision for slow moving inventories	12.36	0.58	-	12.94
<b>Total deferred tax assets</b>	<b>181.91</b>	<b>(28.05)</b>	<b>0.41</b>	<b>154.26</b>
	<b>(135.97)</b>	<b>19.50</b>	<b>(0.41)</b>	<b>(116.88)</b>

## 7.2 Deferred tax (credit)/charge for the year

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Deferred tax charge for the year</b>	7.52	19.50
Less: Deferred tax charge for discontinued operations (Refer Note 35)	15.24	14.18
<b>Deferred tax (credit)/charge for continuing operations</b>	<b>(7.72)</b>	<b>5.32</b>

## 8 CURRENT TAX ASSETS

Particulars	As at 31st March 2025	As at 31st March 2024
Advance Income Tax (Net of Provision ₹ 254.78 millions; 31st March 2024: ₹ 254.78 millions)	31.45	31.45
<b>Total</b>	<b>31.45</b>	<b>31.45</b>

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 9 OTHER NON-CURRENT ASSETS

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Unsecured, Considered Good</b>		
Capital Advances	17.47	18.02
Advances other than capital advances:		
Security deposits	7.57	7.57
Prepaid expenses	56.92	66.28
Other advances	0.08	0.08
Government grant receivable	11.49	11.49
<b>Total</b>	<b>93.53</b>	<b>103.44</b>

## 10 INVENTORIES

Particulars	As at 31st March 2025	As at 31st March 2024
Raw Material (including packing material)*	171.35	168.13
Work-in-progress	61.83	60.90
Finished goods (manufactured)**	563.19	310.09
Stock-in-trade (goods purchased for resale)***	1,372.44	1,397.25
<b>Total</b>	<b>2,168.81</b>	<b>1,936.37</b>

\*Includes goods in transit of ₹ 0.19 millions (Previous Year - ₹ 0.19 millions).

\*\*Includes goods in transit of ₹ 0.18 millions (Previous Year - ₹ 0.77 millions).

\*\*\*Includes goods in transit of ₹ 17.93 millions (Previous Year - ₹ 22.18 millions).

### Notes:

- (i) Cost of inventory recognized as an expense during the year ₹ 3,514.58 millions (Previous Year - ₹ 3,537.02 millions).
- (ii) The cost of inventories recognized as an expense in respect of write-downs of inventory to net realisable value included in (i) above - ₹ 5.45 millions (Previous Year - ₹ 1.32 millions).
- (iii) Refer Note 3.8 for mode of valuation.

## 11 TRADE RECEIVABLES

Particulars	As at 31st March 2025	As at 31st March 2024
Considered good - Secured	55.95	53.58
Considered good - Unsecured	2,154.77	1,793.44
Considered doubtful	99.94	62.70
	<b>2,310.66</b>	<b>1,909.72</b>
Less : Allowance for doubtful debts	99.94	62.70
<b>Total</b>	<b>2,210.72</b>	<b>1,847.02</b>

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## Trade receivables ageing schedule - as at 31st March 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	1,507.69	298.71	38.21	8.48	357.63	2,210.72
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	5.91	52.71	25.47	5.65	8.99	98.73
Disputed Trade receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	1.21	1.21
<b>Total</b>	<b>1,513.60</b>	<b>351.42</b>	<b>63.68</b>	<b>14.13</b>	<b>367.83</b>	<b>2,310.66</b>
Less : Allowance for doubtful debts						99.94
						<b>2,210.72</b>

## Trade receivables ageing schedule - as at 31st March 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	1,315.56	137.86	23.78	4.57	365.25	1,847.02
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	3.51	24.33	15.85	2.48	11.59	57.76
Disputed Trade receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	4.94	4.94
<b>Total</b>	<b>1,319.07</b>	<b>162.19</b>	<b>39.63</b>	<b>7.05</b>	<b>381.78</b>	<b>1,909.72</b>
Less : Allowance for doubtful debts						62.70
						<b>1,847.02</b>

## 12 CASH AND CASH EQUIVALENTS

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Balances with banks</b>		
On Cash Credit Accounts	18.04	0.50
On Current Accounts	0.10	22.36
Cheques, drafts on hand	46.41	21.21
Cash on hand	15.90	11.21
<b>Total</b>	<b>80.45</b>	<b>55.28</b>

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 13 OTHER BANK BALANCES

Particulars	As at 31st March 2025	As at 31st March 2024
Dividend Accounts	0.02	0.02
Fixed Deposits with banks (including interest accrued)*		
- Against guarantees and letter of credit	10.30	18.60
- As security with Sales Tax Authorities	0.23	0.22
- Pledged against credit facilities	39.47	97.55
<b>Total</b>	<b>50.02</b>	<b>116.39</b>

\*Represents deposits with original maturity of more than 3 months and includes deposits with remaining maturity of less than 12 months from the balance sheet date.

## 14 OTHER FINANCIAL ASSETS - CURRENT

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Unsecured, Considered Good</b>		
Assets held for disposal *	58.49	58.49
Interest Receivable	0.73	1.92
Employee Advances	3.04	2.88
Other receivables (Tender deposits, scrap sales etc.)	23.43	22.58
<b>Total</b>	<b>85.69</b>	<b>85.87</b>

\*Represents certain property, plant and equipment which are not in active use.

## 15 OTHER CURRENT ASSETS

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Unsecured, Considered Good</b>		
Advances other than capital advances:		
Advances to related parties	0.55	0.40
Other advances	41.68	28.17
Prepaid expenses	67.96	48.98
Gratuity (Refer Note 41.2)	2.46	3.11
Advance to Government Authorities	176.85	313.93
<b>Total</b>	<b>289.50</b>	<b>394.59</b>

## 16 EQUITY SHARE CAPITAL

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Authorised</b>		
6,00,00,000 (31st March 2024: 6,00,00,000) Equity Shares of ₹ 10/- each	600.00	600.00
<b>Issued , Subscribed and Paid up</b>		
1,83,78,382 (31st March 2024: 1,81,33,998) Equity Shares of ₹ 10/- each	183.78	181.34
<b>Total</b>	<b>183.78</b>	<b>181.34</b>

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 16.1 Reconciliation of the number of Equity shares

Particulars	As at 31st March 2025		As at 31st March 2024	
	Number	Amount	Number	Amount
Balance as at the beginning of the year	1,81,33,998	181.34	1,79,69,614	179.70
Equity shares issued upon conversion of share warrants (Refer Note 16.4)	2,44,384	2.44	1,64,384	1.64
<b>Balance as at the end of the year</b>	<b>1,83,78,382</b>	<b>183.78</b>	<b>1,81,33,998</b>	<b>181.34</b>

## 16.2 a) Details of Shares held by the Holding Company

Name of Shareholder	As at 31st March 2025		As at 31st March 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Khadim Development Company Private Limited	92,73,229	50.46	92,73,229	51.14

## b) Details of Shares held by each Shareholder holding more than 5 % of the aggregate shares in the Company

Name of Shareholder	As at 31st March 2025		As at 31st March 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Khadim Development Company Private Limited (Holding Company)	92,73,229	50.46	92,73,229	51.14
Siddhartha Roy Burman	16,29,533	8.87	16,29,533	8.99

**16.3** During the year ended 31st March 2019, the Company had issued 4,417 equity shares of ₹ 10 each on exercise of employee stock options. For details refer Note 43.

**16.4** During the previous year, the Company had issued 4,08,768 fully convertible equity share warrants at ₹ 365 each on a preferential basis to one Promoter and two Non-Promoters. The said warrants were convertible into fully paid-up equity shares of ₹ 10 at a premium of ₹ 355 each. Pursuant to the issue, the promoter had paid ₹ 60.00 millions in full towards 1,64,384 share warrants which were then duly converted into an equivalent number of equity shares. The remaining 2,44,384 share warrants were issued to two non-promoters and were outstanding for conversion as on 31st March 2024. Subsequently, the said warrants were converted during the current financial year and 1,64,384 and 80,000 equity shares were issued on 29th May 2024 and 19th July 2024 respectively.

## 16.5 Rights, Preferences and Restrictions attached to Equity Shares

The Company has one class of Equity Shares having a face value of ₹ 10/- per share. Each shareholder is eligible for one vote per share held. The Dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the Annual General Meeting, except in case of Interim Dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.



# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 16.6 Disclosure of Shareholding of Promoters

Disclosure of Shareholding of Promoters as at 31st March 2025:

Promoter's name	Shares held by promoters				% change during the year
	As at 31st March 2025		As at 31st March 2024		
	No.of shares	% of total shares	No.of shares	% of total shares	
Siddhartha Roy Burman	16,29,533	8.87%	16,29,533	8.99%	-0.12%
Khadim Development Company Private Limited	92,73,229	50.46%	92,73,229	51.14%	-0.68%
<b>Total</b>	<b>1,09,02,762</b>	<b>59.33%</b>	<b>1,09,02,762</b>	<b>60.13%</b>	<b>-0.80%</b>

Disclosure of Shareholding of Promoters as at 31st March 2024:

Promoter's name	Shares held by promoters				% change during the year
	As at 31st March 2024		As at 31st March 2023		
	No.of shares	% of total shares	No.of shares	% of total shares	
Siddhartha Roy Burman	16,29,533	8.99%	14,65,149	8.15%	0.84%
Khadim Development Company Private Limited	92,73,229	51.14%	92,73,229	51.61%	-0.47%
<b>Total</b>	<b>1,09,02,762</b>	<b>60.13%</b>	<b>1,07,38,378</b>	<b>59.76%</b>	<b>0.37%</b>

## 16.7 Shares reserved for issue under Options

Particulars	As at	As at
	31st March 2025	31st March 2024
Equity shares of ₹ 10/- each	20,217	32,164
	<b>20,217</b>	<b>32,164</b>

During the year ended 31st March 2018, the Company introduced the Khadim Employee Stock Option Plan (2017) through the resolution passed by the Board of Directors and the same was subsequently approved by the Shareholders.

### Terms and conditions of Options granted

Each option entitles the holder thereof to apply for and be allotted one equity share of ₹ 10 each upon payment of the exercise price during the exercise period. The exercise period commences from the date of vesting of the Options and expires at the end of five years from such date.

The vesting period for conversion of Options is as follows:

On completion of 12 months from the date of grant of the Options - 15% vests

On completion of 24 months from the date of grant of the Options - 15% vests

On completion of 36 months from the date of grant of the Options - 30% vests

On completion of 48 months from the date of grant of the Options - 40% vests

The Options have been granted at the 'market price' as defined under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Further details of 'Khadim Employee Stock Option Plan 2017' are provided in Note 43.

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 17 OTHER EQUITY

Particulars	As at 31st March 2025	As at 31st March 2024
<b>A Reserves and surplus</b>		
<b>i. Capital reserve -Amalgamation Reserve</b>		
Opening balance	231.92	231.92
Add/(less): Movement during the year	-	-
<b>Closing balance</b>	<b>231.92</b>	<b>231.92</b>
This Reserve represents the surplus of net assets over the Equity Shares issued as purchase consideration pursuant to the Scheme of Amalgamation approved by the Hon'ble High Court at Calcutta with effect from 1st October 2004		
<b>ii. Securities premium</b>		
Opening balance	1,280.19	1,221.83
Add: Equity shares issued upon conversion of share warrants (Refer Note 16.4)	86.76	58.36
<b>Closing balance</b>	<b>1,366.95</b>	<b>1,280.19</b>
This Reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.		
<b>iii. Share options outstanding account</b>		
Opening balance	9.96	10.70
Less: Lapse of Share options outstanding	(3.70)	(0.74)
<b>Closing balance</b>	<b>6.26</b>	<b>9.96</b>
This Reserve relates to stock options granted by the Company under Khadim Employee Stock Option Plan 2017. This Reserve is transferred to securities premium or retained earnings on exercise or cancellation of vested options.		
<b>iv. Retained earnings</b>		
Opening balance	672.07	609.40
Add: Profit for the year	51.95	63.16
Add: Other comprehensive loss (net of tax)	(0.10)	(1.23)
Add: Lapse of Share options outstanding	3.70	0.74
<b>Closing balance</b>	<b>727.62</b>	<b>672.07</b>
This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilised in accordance with the provisions of the Companies Act, 2013.		
<b>Total Reserves and Surplus (i+ii+iii+iv)</b>	<b>2,332.75</b>	<b>2,194.14</b>

## B Money received against share warrants

Particulars	As at 31st March 2025	As at 31st March 2024
Opening balance	22.30	-
Add: Proceeds from issue of share warrants on preferential basis (Refer Note 16.4)	66.90	82.30
Less: Equity shares issued upon conversion of share warrants (Refer Note 16.4)	(89.20)	(60.00)
<b>Closing balance</b>	<b>-</b>	<b>22.30</b>
<b>Total Other Equity (A+B)</b>	<b>2,332.75</b>	<b>2,216.44</b>

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 18 BORROWINGS - NON-CURRENT

Particulars	As at 31st March 2025	As at 31st March 2024
<b>SECURED</b>		
<b>Term Loans from Banks</b>		
State Bank of India Term Loan I [Refer Note 1 of 18.2]	-	16.60
State Bank of India Term Loan II [Refer Note 1 of 18.2]	19.08	27.89
Union Bank of India Term Loan [Refer Note 2 of 18.2]	-	17.96
ICICI Bank Term Loan [Refer Note 3 of 18.2]	91.00	-
<b>Total</b>	<b>110.08</b>	<b>62.45</b>

### 18.1 Terms of Repayment

The scheduled maturity of these term loans is mentioned as under:

Name of the Bank	2025-26*	2026-27	2027-28	2028-29	2029-30
State Bank of India Term Loan I	15.91	-	-	-	-
State Bank of India Term Loan II	8.75	8.75	8.75	1.58	-
Union Bank of India Term Loan	20.70	-	-	-	-
ICICI Bank Term Loan	13.55	23.23	23.23	23.23	21.31
<b>Total</b>	<b>58.91</b>	<b>31.98</b>	<b>31.98</b>	<b>24.81</b>	<b>21.31</b>

\*Represents 'Current maturities of long term debt' (refer Note 22 - Borrowings - Current)

### 18.2 Nature of Security of Term Loans from Banks

- Primary security** - Hypothecation charge on inventory, receivables and all other current assets of the Company, both present and future, on second pari-passu basis with other working capital member banks under the consortium.

**Collateral security** - Equitable mortgage of properties at Serampore, Salt Lake, KG Road, Bangalore and Civil Station, Bangalore on second pari-passu basis with other working capital members banks under the consortium, lien on fixed deposit on second pari-passu basis, and equitable mortgage of properties at Kasba and Gariahat

- Primary security** - Same as State Bank of India Term loan (Refer Note 1 above).

**Collateral security** - Equitable mortgage of properties at Serampore, Salt Lake, KG Road, Bangalore and Civil Station, Bangalore, and lien on fixed deposit on pari-passu basis with other working capital members banks under the consortium, equitable mortgage of properties at Chandannagar, Rashbehari Avenue and Madhyamgram.

- First charge on specific immovable and movable property, plant and equipment of the company and personal guarantee of promoter.

## 19 LEASE LIABILITIES

Particulars	As at 31st March 2025			As at 31st March 2024		
	Non-Current	Current	Total	Non-Current	Current	Total
Lease Liabilities	1,577.49	234.03	1,811.52	1,741.69	241.10	1,982.79
<b>Total</b>	<b>1,577.49</b>	<b>234.03</b>	<b>1,811.52</b>	<b>1,741.69</b>	<b>241.10</b>	<b>1,982.79</b>

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 19.1 The details of the contractual maturities of lease liabilities as at 31st March 2025 on an undiscounted basis are as follows:

Particulars	As at 31st March 2025
Less than one year	234.03
One to two years	238.78
Two to three years	221.75
Three to four years	232.66
Four to five years	245.02
More than five years	639.28
<b>Total</b>	<b>1,811.52</b>

**19.2 (i)** The Company has recognised expenses of ₹ 62.45 millions (Previous year - ₹ 55.11 millions) in relation to short-term leases and recorded as 'Rent expenses' and 'Commission and Discount expenses' of ₹ 59.36 millions and ₹ 3.09 millions respectively for the year ended 31st March 2025 under 'Other Expenses' in Note 33.

**19.2 (ii)** The Company has recognised expenses of ₹ 2.73 millions (Previous Year - ₹ 3.08 millions) as variable lease payment for commissioned outlets and ₹ Nil (Previous Year - ₹ 0.36 millions) for leased outlet for the year ended 31st March 2025 and recorded as 'Commission and Discount' under Other Expenses in Note 33.

The Company has also recognised expenses of ₹ 4.71 millions (Previous Year - ₹ 4.71 millions) as variable lease payment on account of Solar Power generated for the year ended 31st March 2025 and recorded as 'Power & Fuel' under Other Expenses' in Note 33.

## 20 PROVISIONS - NON-CURRENT

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Other long term benefits</b>		
Leave Encashment	-	0.97
<b>Total</b>	<b>-</b>	<b>0.97</b>

## 21 OTHER NON-CURRENT LIABILITIES

Particulars	As at 31st March 2025	As at 31st March 2024
Deferred Government Grant	4.42	6.07
<b>Total</b>	<b>4.42</b>	<b>6.07</b>

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 22 BORROWINGS - CURRENT

Particulars	As at 31st March 2025	As at 31st March 2024
<b>SECURED</b>		
<b>Loans repayable on demand</b>		
<b>Cash Credit / Working Capital Demand Loans from Banks</b>		
State Bank of India Cash Credit [Refer Note 1 of 22.1]	597.73	585.62
State Bank of India Standby Line of Credit [Refer Note 1 of 22.1]	40.00	40.00
Central Bank of India Cash Credit [Refer Note 2 of 22.1]	69.41	63.64
Union Bank of India Cash Credit [Refer Note 3 of 22.1]	186.47	345.16
ICICI Bank Demand Loan [Refer Note 4 of 22.1]	78.00	75.00
<b>Current maturities of long term debt</b>	58.91	51.09
<b>Total</b>	<b>1,030.52</b>	<b>1,160.51</b>

### 22.1 Nature of Security of Cash Credit and Working Capital Demand Loans from Banks

- Primary security** - Hypothecation charge on inventory, receivables and all other current assets of the Company, both present and future, on pari-passu basis with other working capital member banks under the consortium.  
  
**Collateral security** - Equitable mortgage of properties at Serampore, Salt Lake, KG Road, Bangalore and Civil Station, Bangalore, and lien on fixed deposit on pari-passu basis with other working capital members banks under the consortium, equitable mortgage of property at Kasba and Gariahat, personal guarantee of promoter and corporate guarantee of group company.
- Primary security** - Same as State Bank of India Cash Credit (Refer Note 1 above).  
**Collateral security** - Equitable mortgage of properties at Serampore, Salt Lake, KG Road, Bangalore and Civil Station, Bangalore, and lien on fixed deposit on pari-passu basis with other working capital members banks under the consortium, equitable mortgage of property at Howrah, lien on fixed deposit, personal guarantee of promoter and corporate guarantee of group company.
- Primary security** - Same as State Bank of India Cash Credit (Refer Note 1 above).  
**Collateral security** - Equitable mortgage of properties at Serampore, Salt Lake, KG Road, Bangalore and Civil Station, Bangalore, and lien on fixed deposit on pari-passu basis with other working capital members banks under the consortium, equitable mortgage of properties at Chandannagar, Rashbehari Avenue and Madhyamgram, personal guarantee of promoter and corporate guarantee of group company.
- Primary security** - Same as State Bank of India Cash Credit (Refer Note 1 above).  
**Collateral security** - Equitable mortgage of properties at Serampore, Salt Lake, KG Road, Bangalore and Civil Station, Bangalore, and lien on fixed deposit on pari-passu basis with other working capital members banks under the consortium, personal guarantee of promoter and corporate guarantee of group company.



# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 23 TRADE PAYABLES (Refer Note 46)

### Trade payables ageing schedule - as at 31st March 2025

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	4.19	-	-	-	4.19
Others	1,933.81	8.97	3.81	18.34	1,964.93
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>1,938.00</b>	<b>8.97</b>	<b>3.81</b>	<b>18.34</b>	<b>1,969.12</b>

### Trade payables ageing schedule - as at 31st March 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	2.10	-	-	-	2.10
Others	1,511.74	10.36	6.08	28.17	1,556.35
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>1,513.84</b>	<b>10.36</b>	<b>6.08</b>	<b>28.17</b>	<b>1,558.45</b>

## 24 OTHER FINANCIAL LIABILITIES - CURRENT

Particulars	As at 31st March 2025	As at 31st March 2024
Interest accrued and due on borrowings	0.93	0.45
Unpaid Dividend [Refer Note 24.1]	0.02	0.02
Deposits from customers	108.20	96.50
Other payables:		
Payables on purchase of property, plant and equipment	5.02	7.52
Others [Reimbursement claims, etc.]	0.36	0.29
<b>Total</b>	<b>114.53</b>	<b>104.78</b>

**24.1** There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.

## 25 OTHER CURRENT LIABILITIES

Particulars	As at 31st March 2025	As at 31st March 2024
Advance from customers	12.54	10.92
Advance against sale of Assets held for disposal	2.00	1.00
Statutory remittances (GST, Contribution to Provident and Other Funds, Withholding Tax)	27.59	26.27
Deferred Government Grant	1.69	1.78
Others	2.96	1.57
<b>Total</b>	<b>46.78</b>	<b>41.54</b>

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 26 PROVISIONS - CURRENT

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Other short term benefits</b>		
Leave Encashment	0.64	1.15
<b>Total</b>	<b>0.64</b>	<b>1.15</b>

## 27 CURRENT TAX LIABILITIES

Particulars	As at 31st March 2025	As at 31st March 2024
Provision for Income Tax (Net of advance taxes ₹ 2.80 millions; 31st March 2024: Nil)	8.78	-
<b>Total</b>	<b>8.78</b>	<b>-</b>

## 28 REVENUE FROM OPERATIONS

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Sale of products *	4,136.33	4,220.55
[Refer Note 28.1]		
Other operating revenues [Refer Note 28.2]	44.00	41.97
<b>Total</b>	<b>4,180.33</b>	<b>4,262.52</b>

\* Net of sales returns

### 28.1 Details of sale of products

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Footwear and accessories	4,136.33	4,220.55
<b>Total</b>	<b>4,136.33</b>	<b>4,220.55</b>

### 28.2 Details of other operating revenues

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Sale of ancillaries	41.37	40.90
Scrap sales	2.60	1.07
Export incentives	0.03	-
<b>Total</b>	<b>44.00</b>	<b>41.97</b>

## 29 OTHER INCOME

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Interest income comprises interest from:		
- Deposits with banks - carried at amortised cost	6.91	8.41
- Other financial assets measured at amortised cost	21.21	14.86
- On Income Tax Refunds	-	0.14
Other non-operating income (Rental income, etc.)	75.77	60.24
<b>Total</b>	<b>103.89</b>	<b>83.65</b>

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 30 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Inventories at the end of the year</b>		
Work - in - progress	61.83	60.90
Finished goods	563.19	310.09
Stock-in-trade	1,372.44	1,397.25
	<b>1,997.46</b>	<b>1,768.24</b>
<b>Inventories at the beginning of the year</b>		
Work - in - progress	60.90	126.50
Finished goods	310.09	270.31
Stock-in-trade	1,397.25	1,265.63
	<b>1,768.24</b>	<b>1,662.44</b>
<b>Total</b>	<b>(229.22)</b>	<b>(105.80)</b>
Less: Related to discontinued operations (Refer Note 35)	116.19	47.36
<b>Changes in inventories of finished goods, stock-in-trade and work-in-progress related to continuing operations</b>	<b>(345.41)</b>	<b>(153.16)</b>

## 31 EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Salaries and wages	549.85	512.43
Contribution to Provident and other funds	21.49	20.94
Staff Welfare Expenses	32.00	33.90
<b>Total</b>	<b>603.34</b>	<b>567.27</b>

## 32 FINANCE COSTS

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Interest expense on financial liabilities measured at amortised cost	110.51	123.56
Interest expense on lease liabilities	138.25	133.53
<b>Total</b>	<b>248.76</b>	<b>257.09</b>

## 33 OTHER EXPENSES

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Consumption of Stores	0.06	0.09
Power and Fuel [Refer Note 19.2 (ii)]	72.67	68.30
Rent [Refer Note 19.2 (i)]	79.08	68.67
Rates and Taxes	13.84	16.56
Bank Charges	44.97	27.06
Insurance	12.54	13.68
Repairs - to Others	109.92	110.98
Travelling and Conveyance Expenses	32.22	30.71
Printing and Stationery	2.87	3.06
Postage, Telephone and other Communication Expenses	11.49	10.81

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Advertising, Marketing and Sales Promotion Expenses	155.38	152.39
Freight Charges, Transport and Delivery	134.63	122.76
Professional Fees	44.07	34.75
Commission and Discount [Refer Note 19.2 (i) and (ii)]	229.35	185.99
Legal Expenses	0.25	0.46
Debts/Advances written off	13.15	16.13
Loss on sale/discard of property, plant and equipments - Net	3.48	4.62
Provision for doubtful debts, advances and other assets	35.04	15.29
Security Hire Charges	5.89	5.95
Corporate social responsibility (Refer Note 37)	1.66	-
Miscellaneous Expenses (Refer Note 33.1)	13.44	14.59
<b>Total</b>	<b>1,016.00</b>	<b>902.85</b>

## 33.1 Miscellaneous Expenses include :

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Amount paid /payable to Auditors (excluding tax)		
- Statutory Audit	1.40	1.20
- Tax Audit	0.26	0.26
- Other matters	0.73	0.72
- Out of pocket expenses	-	0.02
<b>Total</b>	<b>2.39</b>	<b>2.20</b>

## 34 CURRENT TAX EXPENSES

### A Amount recognised in profit or loss

#### i. Tax expenses of continuing operations in statement of profit and loss

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Current tax</b>		
Income tax for the year	33.87	33.48
Adjustments/(credits) related to previous years - Net	-	(0.09)
<b>Total Current tax</b>	<b>33.87</b>	<b>33.39</b>
<b>Deferred tax</b>		
Deferred tax for the year	(7.72)	5.32
<b>Total</b>	<b>26.15</b>	<b>38.71</b>

#### ii. Tax expenses of discontinued operations in statement of profit and loss (Refer Note 35)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Current tax	(22.29)	(33.49)
Deferred tax	15.24	14.18
	<b>(7.05)</b>	<b>(19.31)</b>
<b>Total tax expenses</b>	<b>19.10</b>	<b>19.40</b>

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## B Amount recognised in other comprehensive income

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
The tax charge arising on income and expenses recognised in other comprehensive income is as follows:		
<b>Deferred tax</b>		
On items that will not be reclassified to profit or loss		
Re-measurement losses on defined benefit plans	0.03	0.41
<b>Total</b>	<b>0.03</b>	<b>0.41</b>

## C Reconciliation of effective tax rate

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Profit before tax from continuing operations	220.12	271.99
Loss before tax from discontinued operations (Refer Note 35)	(149.07)	(189.43)
Applicable tax rate	25.168%	25.168%
Income tax expense on above rate	17.88	20.78
Expenses not allowable under tax laws	72.11	26.83
Additional expenses allowable under tax laws	(70.89)	(28.12)
	<b>19.10</b>	<b>19.50</b>
Tax adjustment of prior periods	-	(0.10)
<b>Tax as per statement of profit and loss</b>	<b>19.10</b>	<b>19.40</b>

### Note:

The Company has long term capital losses of ₹ 184.07 millions (31st March 2024 - ₹ 184.07 millions) for which no deferred tax assets have been recognised. These losses are due to expire in the following year:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Assessment year 2026-2027	49.99	49.99
Assessment year 2031-2032	134.08	134.08
<b>Total</b>	<b>184.07</b>	<b>184.07</b>

## 35 Discontinued operations

The Board of Directors of the Company, at its meeting dated 29th September 2023, had approved a Scheme of Arrangement between Khadim India Limited (KIL) and KSR Footwear Limited (KFL) and their respective shareholders and creditors under sections 230 to 232, 66 and other relevant provisions of the Companies Act, 2013. Pursuant to the Scheme, KIL shall demerge its distribution business, as a going concern, into KFL. Post the Scheme becoming effective, the existing paid up equity share capital i.e., ₹ 1,00,000/- divided into 10,000 equity shares of face value ₹ 10/- each of KFL shall stand reduced and cancelled pursuant to section 66 and other applicable provisions of the Companies Act, 2013 and KFL will issue 1 (one) equity share of face value of ₹ 10/- each fully paid up for every 1 (one) equity share of face value ₹ 10/- each fully paid up held by equity shareholders of KIL. KFL will reflect a mirror shareholding as that of KIL and thereafter it will function as an independent listed Company. The Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT), vide Order dated 27 March, 2025, has sanctioned the Scheme of Arrangement. Accordingly the Appointed Date and Effective Date of the Scheme is 1st April 2025 and 1st May 2025 respectively.



# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Upon the Scheme being sanctioned by the Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT) and in terms of the requirements of Accounting Standards (Ind AS), the operations pertaining to the distribution business have been presented as 'Discontinued Operations'. Consequently, the financial results of the Company for the previous year and for the year ended 31st March, 2025 have been presented accordingly.

**Brief particulars of the Discontinued Operations are given as under:**

**a. Loss from Discontinued Operations for the year:**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Income</b>		
Revenue From Operations	2,057.07	1,886.52
Other Income	5.13	6.59
<b>Total Income</b>	<b>2,062.20</b>	<b>1,893.11</b>
<b>Expenses</b>		
Cost of materials consumed	1,299.47	1,243.06
Changes in inventories of finished goods, stock-in-trade and work-in-progress	116.19	47.36
Employee benefits expense	144.48	154.34
Finance costs	51.88	55.93
Depreciation and amortization expense	117.38	127.49
Other expenses	481.87	454.36
<b>Total Expenses</b>	<b>2,211.27</b>	<b>2,082.54</b>
Loss before tax from discontinued operations	(149.07)	(189.43)
<b>Tax expense:</b>		
Current tax	(22.29)	(33.49)
Deferred tax	15.24	14.18
	<b>(7.05)</b>	<b>(19.31)</b>
<b>Loss from discontinued operations</b>	<b>(142.02)</b>	<b>(170.12)</b>

**b. Assets and liabilities pertaining to the discontinued operations:**

Particulars	As at 31st March 2025	As at 31st March 2024
<b>ASSETS</b>		
a. Property, Plant and Equipment and Intangible Assets (including Capital work in progress)	354.96	397.31
b. Right of Use Asset	343.38	398.05
c. Inventories	804.22	915.09
d. Trade receivables	460.15	432.83
e. Other assets	75.76	120.68
<b>Total Assets</b>	<b>2,038.47</b>	<b>2,263.96</b>
<b>LIABILITIES</b>		
a. Lease liabilities	412.81	447.53
b. Borrowings	150.00	150.00
c. Trade payables	575.09	494.16
d. Other liabilities	18.53	23.76
<b>Total Liabilities</b>	<b>1,156.43</b>	<b>1,115.45</b>

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## c. Cashflows from discontinued operations for the year:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
a. Net Cash generated from Operating Activities	240.07	231.51
b. Net Cash used in Investing Activities	(20.87)	(18.02)
c. Net Cash used in Financing Activities	(86.59)	(84.41)

## 36 Earnings Per Share (EPS) - The numerator and denominator used to calculate Basic and Diluted EPS :

	For the year ended 31st March 2025	For the year ended 31st March 2024
i. Profit/(Loss) after Tax attributable to the Equity Shareholders	51.95	63.16
- From continuing operations	193.97	233.28
- From discontinued operations (Refer Note 35)	(142.02)	(170.12)
ii. Weighted average number of equity shares outstanding for the purpose of basic earnings per share	1,83,28,371	1,79,74,118
iii. Weighted average number of equity shares in computing diluted earnings per share	1,83,28,371	1,79,74,495
iv. Earnings per share from continuing operations (Face value ₹ 10/- per share)		
- Basic	10.58	12.98
- Diluted	10.58	12.98
v. Earnings per share from discontinued operations (Face value ₹ 10/- per share)		
- Basic	(7.75)	(9.47)
- Diluted	(7.75)	(9.47)
vi. Earnings per share from continuing and discontinued operations (Face value ₹ 10/- per share)		
- Basic	2.83	3.51
- Diluted	2.83	3.51

## 37 Details of Corporate Social Responsibility (CSR) expenditure

	For the year ended 31st March 2025	For the year ended 31st March 2024
i. Gross amount required to be spent as per section 135 of the Companies Act, 2013	1.96	-
ii. Amount carried forward from previous years for setting off in the current year	0.41	0.41
iii. Net amount required to be spent during the year	1.55	-
iv. Details of amount spent during the year:		
- Promoting education among children including livelihood enhancement projects	1.40	-
- Eradicating hunger, poverty and malnutrition	0.16	-
- For creating awareness with respect to environmental issues	0.10	-
	<b>1.66</b>	<b>-</b>
v. Excess amount spent during the year carried forward for setting off in future years	0.11	0.41

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

- 38** The Company has identified one business segment namely "Footwear and accessories" which is consistent with internal reporting provided to the Managing Director who is the Chief Operating Decision Maker (CODM) in accordance with Ind AS 108 "Operating Segments".

Disclosure required under Ind AS 108 "Operating Segments" for Companies with single segment are as follows:

## Geographical information

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Revenue from external customers</b>		
<b>From continuing operations</b>		
- Within India	4,180.33	4,262.52
- Outside India	-	-
	<b>4,180.33</b>	<b>4,262.52</b>
<b>From discontinued operations (Refer Note 35)</b>		
- Within India	2,052.87	1,885.69
- Outside India	4.20	0.83
	<b>2,057.07</b>	<b>1,886.52</b>
<b>Total</b>	<b>6,237.40</b>	<b>6,149.04</b>

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Non-current assets*</b>		
- Within India	2,388.86	2,571.90
- Outside India	-	-
<b>Total</b>	<b>2,388.86</b>	<b>2,571.90</b>

\* excludes financial assets, deferred tax assets, post-employment benefit assets.

The Company is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

- 39** Contingent Liabilities in respect of (to the extent not provided for) -

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Claims not acknowledged as debts :</b>		
a. Sales Tax Matters under dispute	6.86	12.75
b. Income Tax Matters under dispute	0.44	0.44

The claims disputed by the Company as above relate to issues of applicability and classification and it is not practicable for the Company to estimate the closure of these issues and the consequential timings of cash flows, if any, in respect of the above.

- 40** Commitments (to the extent not provided for)

Particulars	As at 31st March 2025	As at 31st March 2024
Capital Commitment (Net of capital advances - ₹ 0.29 millions; 31st March 2023 - ₹ 0.95 millions)	0.67	3.57

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 41 Employee Benefits

The Company has recognized, in the Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2025 an amount of ₹ 22.88 millions (Previous Year - ₹ 22.67 millions) as expenses under defined contribution plans (Employer's Contribution to Provident and Other Funds) under Note 31.

### 41.1 Defined Benefit Plan

#### Description of Plans

The employees' gratuity fund scheme is managed by Life Insurance Corporation Of India (LIC) as a defined benefit plan. The present value of obligation is determined by actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

#### Risk Management

The Defined Benefit Plans expose the Company to risk of actuarial deficit arising out of investment risk, interest rate risk and salary cost inflation risk.

**Investment Risks:** This may arise from volatility in asset values due to market fluctuations and impairment of assets due to credit losses. These Plans primarily invest in debt instruments such as Government securities and highly rated corporate bonds - the valuation of which is inversely proportional to the interest rate movements.

**Interest Rate Risk:** The present value of Defined Benefit Plans liability is determined using the discount rate based on the market yields prevailing at the end of reporting period on Government Bonds. Decrease in yields will increase the fund liabilities and vice-versa.

**Salary Cost Inflation Risk:** The present value of the Defined Benefit Plan liability is calculated with reference to the future salaries of participants under the Plan. Increase in salary due to adverse inflationary pressures might lead to higher liabilities.

**Longevity Risk:** The present value of the Defined Benefit Plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

### 41.2

Particulars	Gratuity (Funded)	
	For the year ended 31 <sup>st</sup> March 2025	For the year ended 31 <sup>st</sup> March 2024
<b>I. Components of Employer Expense</b>		
<b>- recognized in Statement of Profit and loss</b>		
a. Current Service cost	4.45	4.34
b. Net Interest cost	(0.35)	(0.52)
<b>c. Total expense recognized in the Statement of Profit and Loss</b>	<b>4.10</b>	<b>3.82</b>
- For continuing operations	2.63	2.45
- For discontinued operations	1.47	1.37
<b>- Re-measurements recognized in Other Comprehensive Income</b>		
d. Return on plan assets (excluding amounts included in Net interest cost)	(0.23)	1.01
e. Effect of changes in financial assumptions	2.61	1.08
f. Effect of experience adjustments	(2.25)	(0.45)
<b>g. Total re-measurement loss included in Other Comprehensive Income</b>	<b>0.13</b>	<b>1.64</b>
<b>h. Total defined benefit cost recognized in Statement of Profit and Loss and Other Comprehensive Income (c+g)</b>	<b>4.23</b>	<b>5.46</b>

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

The current service cost and net interest cost for the year pertaining to Gratuity expenses have been recognized in "Contribution to Provident and other funds" under Note 31. The remeasurements of the net defined benefit liability are included in Other Comprehensive Income .

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>II. Actual Returns</b>	<b>4.48</b>	<b>3.25</b>
<b>III. Changes in Defined Benefit Obligation (DBO)</b>		
a. Present value of DBO at the beginning of the year	58.80	51.39
b. Current Service Cost	4.45	4.34
c. Interest Cost	3.90	3.75
d. Re-measurement gains:		
- Effect of changes in financial assumptions	2.61	1.08
- Effect of experience adjustments	(2.25)	(0.45)
e. Benefits paid	(7.67)	(1.31)
<b>f. Present value of DBO at the end of the year</b>	<b>59.84</b>	<b>58.80</b>
<b>IV. Change in the Fair Value of Plan Assets</b>		
a. Plan Assets at the beginning of the year	61.91	58.22
b. Interest income	4.25	4.27
c. Re-measurement (gains)/losses on plan assets	0.23	(1.01)
d. Actual Company contributions	3.58	1.74
e. Benefits paid	(7.67)	(1.31)
<b>f. Plan Assets at the end of the year</b>	<b>62.30</b>	<b>61.91</b>

Particulars	As at 31st March 2025	As at 31st March 2024
<b>V. Net Asset recognized in Balance Sheet</b>		
a. Present value of Defined Benefit Obligation	59.84	58.80
b. Fair value of Plan Assets	62.30	61.91
c. Funded Status (Surplus)	2.46	3.11
<b>d. Net Asset recognized in Balance Sheet</b>	<b>2.46</b>	<b>3.11</b>
- Current	2.46	3.11
- Non-Current	-	-
<b>VI. Best estimate of Employers' expected contribution for the next year</b>	<b>4.66</b>	<b>4.10</b>
<b>VII. Actuarial Assumptions</b>		
a. Discount Rate (%)	6.59%	7.10%
b. Salary Escalation	5.00%	5.00%
c. Mortality	Indian Assured Lives Mortality (2012-14) table ultimate	

The estimates of rate of escalation in salary considered in actuarial valuation take into account inflation, seniority, promotions and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.



# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## VIII. Major Category of Plan Assets as a % of the Total Plan Assets

Particulars	As at 31st March 2025	As at 31st March 2024
Gratuity - Funds managed by Insurer (LIC in Group Gratuity Scheme)	100%	100%

In the absence of detailed information regarding plan assets which is funded with Insurance Company, the composition of each major category of plan assets, the percentage or amount for each category to the fair value of plan assets has not been disclosed.

## IX. Net Asset recognized in Balance Sheet (including experience adjustment impact)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Gratuity</b>		
Present value of DBO	59.84	58.80
Fair value of plan assets	62.30	61.91
Funded status [Surplus / (Deficit)]	2.46	3.11
Experience gain / (loss) adjustments on plan liabilities	2.25	0.45
Experience gain / (loss) adjustments on plan assets	0.23	(1.01)

## X. Sensitivity Analysis

The sensitivity analysis below has been determined based on reasonably possible change of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. These sensitivities show the hypothetical impact of a change in each of the listed assumptions in isolation. While each of these sensitivities holds all other assumptions constant, in practice such assumptions rarely change in isolation and the asset value changes may offset the impact to some extent. For presenting the sensitivities, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the Defined Benefit Obligation presented above. There was no change in the methods and assumptions used in the preparation of the Sensitivity Analysis from previous year.

Particulars	Gratuity - DBO as at	
	31st March 2025	31st March 2024
1. Discount rate + 100 basis points	55.32	54.65
2. Discount rate - 100 basis points	64.97	63.75
3. Salary increase rate + 1%	64.84	63.58
4. Salary increase rate - 1%	55.34	54.71

## XI. Maturity analysis of the benefit payments

Particulars	Gratuity	
	31st March 2025	31st March 2024
Year 1	2.25	3.43
Year 2	6.13	1.73
Year 3	3.93	1.37
Year 4	3.01	2.45
Year 5	4.86	3.47
Next 5 years	21.57	19.36

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 42 Related Party Disclosure as per requirements of Ind AS 24 on “Related Party Disclosures”

### A) List of Related Parties

Holding Company	Khadim Development Company Private Limited
Subsidiary Company	Khadim Shoe Bangladesh Limited (100%, Bangladesh) KSR Footwear Limited (w.e.f 22nd August 2023) (100%, India)
Key Management Personnel (KMP)	Mr. Siddhartha Roy Burman - Managing Director Mr. Rittick Roy Burman, Wholetime Director Mr.Ritoban Roy Burman, Non-Executive Non-Independent Director Dr.Indranath Chatterjee, Non-Executive Independent Director (upto 28th September 2024) Prof.(Dr.) Surabhi Banerjee, Chairperson, Non-Executive Independent Director Mr.Alok Chauthmal Churiwala, Non-Executive Independent Director Mrs.Upma Mukherjee, Non-Executive Non-Independent Director (w.e.f.from 29th September 2024) Mr.Indrajit Chaudhuri, Group Chief Financial Officer Mr. Abhijit Dan, Group Company Secretary and Head Legal
Enterprises over which KMP and their relatives exercise significant influence	Khadim Enterprises K.M.Khadim & Co. St.Marys' Clinic & Drug Stores Sheila Departmental Stores Private Limited Bee Tee Enterprise Khadim Estate Advisors Private Limited Storyscope Films Private Limited
Relatives of KMP	Mrs. Namita Roy Burman (Mother of Mr.Siddhartha Roy Burman)

### B) Particulars of transactions during the year ended 31st March 2025:

Particulars	Year Ended 31st March 2025	Year Ended 31st March 2024
<b>I) Holding Company (Refer Note 42.1)</b>		
a) Rent received from Khadim Development Co. Pvt Ltd	0.03	0.03
<b>II) Subsidiary Company</b>		
a) Rent and maintenance charges received from KSR Footwear Ltd	0.04	-
<b>III) Key Management Personnel (Refer Note 42.2)</b>		
a) Remuneration		
- Mr.Siddhartha Roy Burman (Refer Note 42.1)	34.99	34.67
- Mr.Rittick Roy Burman	5.95	6.06
- Mr.Indrajit Chaudhuri	4.95	5.35
- Mr.Abhijit Dan	2.99	48.88
b) Rent paid to Mr.Siddhartha Roy Burman	0.08	0.08

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	Year Ended 31st March 2025		Year Ended 31st March 2024	
c) Sitting fees				
- Dr.Indranath Chatterjee	0.24		0.65	
- Prof.(Dr.) Surabhi Banerjee	0.61		0.67	
- Mr.Alok Chauthmal Churiwala	0.59		0.65	
- Mrs.Upma Mukherjee	0.32		-	
- Mr.Ritoban Roy Burman	0.12	1.88	0.26	2.23
d) Commission				
- Dr.Indranath Chatterjee	-		0.30	
- Prof.(Dr.) Surabhi Banerjee	0.30		0.30	
- Mr.Alok Chauthmal Churiwala	0.30	0.60	0.30	0.90
<b>IV) Enterprises over which KMP and their relatives exercise significant influence</b>				
a) Commission paid				
- Khadim Enterprises	0.18		0.20	
- Bee Tee Enterprises	0.52		0.54	
- Sheila Departmental Stores Pvt Ltd	0.48		0.54	
- St. Mary's Clinic & Drug Stores	0.09		0.11	
- K M Khadim & Co.	0.60	1.87	0.35	1.74
b) Rent received				
- Khadim Estate Advisors Pvt Ltd	0.03		0.03	
- Storyscope Films Private Limited	0.03	0.06	0.03	0.06
c) Rent paid to Khadim Estate Advisors Pvt Ltd		0.84		0.84
<b>V) Relatives of Key Management Personnel</b>				
Remuneration				
- Mrs.Namita Roy Burman		1.44		1.44

## C) Outstanding Balances

Particulars	As at 31st March 2025	As at 31st March 2024
<b>I) Holding Company</b>		
- Khadim Development Co Pvt Ltd	0.20	0.17
<b>II) Subsidiary Company</b>		
- KSR Footwear Limited	0.08	-
<b>III) Key Management Personnel</b>		
- Mr.Siddhartha Roy Burman	(1.47)	-
- Mr.Rittick Roy Burman	(0.53)	(0.28)
- Dr.Indranath Chatterjee	-	(0.27)
- Prof.(Dr.) Surabhi Banerjee	(0.28)	(0.27)
- Mr.Alok Chauthmal Churiwala	(0.27)	(0.27)
- Mr.Indrajit Chaudhuri	(0.48)	(0.06)
- Mr.Abhijit Dan	(0.31)	(0.04)

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	As at 31st March 2025	As at 31st March 2024
<b>IV) Enterprises over which KMP and their relatives exercise significant influence</b>		
- Khadim Enterprises	(0.32)	(0.34)
- Bee Tee Enterprises	(0.65)	(0.49)
- Sheila Departmental Stores Pvt Ltd	(0.34)	(1.07)
- St. Mary's Clinic & Drug Stores	0.07	0.10
- Khadim Estate Advisors Pvt Ltd	0.09	0.05
- Storyscope Films Private Limited	0.12	0.08
- K M Khadim & Co.	(0.41)	(0.08)

Figures in brackets represent credit balances

**42.1** Refer Note 22.1 in respect of guarantees given for loans taken by the Company.

**42.2** Post employment benefits are actuarially determined on overall basis and not included above.

**42.3** Mr. Siddhartha Roy Burman was re-designated from 'Chairman and Managing Director' to 'Managing Director' on 29 September 2024 and then to 'Executive Chairman' on 1st April 2025.

**42.4** Mr. Rittick Roy Burman was re-designated from 'Wholetime Director' to 'Managing Director' on 1st April 2025.

**42.5** Prof.(Dr.) Surabhi Banerjee was re-designated from 'Non-Executive Independent Director' to 'Chairperson, Independent Director' on 29th September 2024 and then to 'Non-Executive Independent Director' on 31st March 2025

**42.6** Mrs. Upma Mukherjee was re-designated from "Non-Executive Non-Independent Director" to "Non-Executive Independent Director" of the Company on 1st April 2025

**42.7** Mr. Indrajit Chaudhuri was re-designated from 'Chief Financial Officer' to Group Chief Financial Officer' on 29th September 2024

**42.8** Mr. Abhijit Dan was re-designated from 'Company Secretary and Head Legal' to 'Group Company Secretary and Head Legal' on 29th September 2024.

## 43 Information in respect of Options granted under the Company's Employee Stock Option Scheme ('Scheme'):

Name of the Scheme	Khadim Employee Stock Option Plan 2017
i. Date of Shareholders' approval	17th June 2017
ii. Total number of Options approved under the Scheme	Options equivalent to 1,86,465 equity shares of ₹ 10/- each
iii. Vesting schedule	<p>The vesting period for conversion of Options is as follows:</p> <p>On completion of 12 months from the date of grant of the Options - 15% vests</p> <p>On completion of 24 months from the date of grant of the Options - 15% vests</p> <p>On completion of 36 months from the date of grant of the Options - 30% vests</p> <p>On completion of 48 months from the date of grant of the Options - 40% vests</p>

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Name of the Scheme	Khadim Employee Stock Option Plan 2017
iv. Pricing formula	Closing market price on the day prior to the date of grant on stock exchange with highest trading volume
v. Maximum term of Options granted	5 years from the date of vesting
vi. Source of shares	Primary issuance
vii. Variation in terms of Options	None
viii. Method used for accounting of share-based payments plans	The employee compensation cost has been calculated using the fair value method of accounting for Options under the Company's Employee Stock Option Scheme. The employee compensation cost as per fair value method for the financial year 2024-25 is ₹ Nil (Previous Year - ₹ Nil).
ix. Nature and extent of employee share based payment plan that existed during the period including the general terms and conditions of the plan	Each option entitles the holder thereof to apply for and be allotted one equity share of ₹ 10 each upon payment of the exercise price during the exercise period. The exercise period commences from the date of vesting of the Options and expires at the end of five years from such date.
x. Weighted average exercise price and the weighted average fair value of options whose exercise price either equals or exceeds or is less than the market price of the stock	Weighted average exercise price per Option - ₹ 320 Weighted average fair value per Option - ₹ 310
xi. Option movements during the year:	
a. Options outstanding at the beginning of the year	32,164
b. Options granted during the year	-
c. Options cancelled and lapsed during the year	11,947
d. Options vested and exercisable during the year (net of Options lapsed and exercised)	-
e. Options exercised during the year	-
f. Number of equity shares of ₹ 10 each arising as a result of exercise of Options during the year	-
g. Options outstanding and exercisable at the end of the year	20,217
h. Money realised by exercise of the Options during the year	-
xii. Weighted average share price of shares arising upon exercise of Options	No options were exercised during the year
xiii. A description of the method used during the year to estimate the fair value of Options, the weighted average exercise price and weighted average fair value of Options granted	The fair value of each Option is estimated using the Black Scholes Option Pricing model Weighted average exercise price per Option - ₹ 320 Weighted average fair value per Option - ₹ 310
The significant assumptions used to ascertain the above	The fair value of each Option is estimated using the Black Scholes Option Pricing model after applying the following key assumptions on a weighted average basis:



# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Name of the Scheme	Khadim Employee Stock Option Plan 2017
	Risk-free interest rate - 8%
	Expected life - 6 years
	Expected volatility - 80%
	Dividend yield - 0%
	Fair market value of the underlying share in the market at the time of Option grant - ₹ 400
xiv. Methodology for determination of expected volatility	The volatility used in the Black Scholes Option Pricing model is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time. The period considered for the working is based on the daily volatility of the stock prices on National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE) over a period prior to the date of grant corresponding with the expected life of the options.
xv. Options granted to	No options were granted during the year.
a. Key managerial personnel	Nil
b. Senior managerial personnel	Nil
c. Any other employee who received a grant on any one year of Options amounting to 5% or more of the Options granted during the year	Nil
d. Identified employees who were granted Options, during any one year, equal to or exceeding 1% of the issued capital of the Company at the time of grant.	None

## 44 Financial Instruments and related disclosures

### A Capital Management

The Company aims at maintaining a strong capital base safeguarding business continuity and augments its internal generations with a judicious use of borrowing facilities to meet the requirements of working capital that arise from time to time as well as requirements to finance business growth. The Company is not subject to any externally imposed capital requirements.

### B Categories of Financial Instruments

Particulars	As at 31st March 2025		As at 31st March 2024	
	Carrying value	Fair value	Carrying value	Fair value
<b>I Financial assets</b>				
<b>a. Measured at amortised cost</b>				
Trade receivables	2,210.72	2,210.72	1,847.02	1,847.02
Cash and cash equivalents	80.45	80.45	55.28	55.28
Other bank balances	50.02	50.02	116.39	116.39
Other financial assets	313.08	313.08	276.57	276.57
<b>Total Financial assets</b>	<b>2,654.27</b>	<b>2,654.27</b>	<b>2,295.26</b>	<b>2,295.26</b>

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	As at 31st March 2025		As at 31st March 2024	
	Carrying value	Fair value	Carrying value	Fair value
<b>II Financial liabilities</b>				
<b>a. Measured at amortised cost</b>				
Lease liabilities	1,811.52	1,811.52	1,982.79	1,982.79
Borrowings	1,140.60	1,140.60	1,222.96	1,222.96
Trade payables	1,969.12	1,969.12	1,558.45	1,558.45
Other financial liabilities	114.53	114.53	104.78	104.78
<b>Total Financial liabilities</b>	<b>5,035.77</b>	<b>5,035.77</b>	<b>4,868.98</b>	<b>4,868.98</b>

**Note:**

Investment in Subsidiary is carried at cost and hence not included in the above table.

## C Financial risk management objectives

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's financial risk management process seeks to enable the early identification, evaluation and effective management of key risks facing the business. Backed by strong internal control systems, the current risk management framework rests on policies and procedures issued by appropriate authorities; process of regular reviews to set appropriate risk limits and controls; monitoring of such risks and compliance confirmation for the same.

### Interest rate risk

As majority of the financial assets and liabilities of the Company are either non-interest bearing or fixed interest bearing instruments, the Company's net exposure to interest risk is negligible.

### Price risk

The Company invests its short term funds primarily in debt mutual fund. Accordingly, these do not pose any significant price risk.

### Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities. The Company consistently generated strong cash flows from operations by ensuring timely collections of its trade receivables and this together with the available cash and cash equivalents provides adequate liquidity in short terms as well in the long term.

**The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date.**

As at 31st March 2025	Carrying value	Less than 1 year	Between 1 to 5 years	Beyond 5 years	Total
Lease liabilities	1,811.52	234.03	938.21	639.28	1,811.52
Borrowings	1,140.60	1,030.52	110.08	-	1,140.60
Trade payables	1,969.12	1,969.12	-	-	1,969.12
Other financial liabilities	114.53	114.53	-	-	114.53
<b>Total</b>	<b>5,035.77</b>	<b>3,348.20</b>	<b>1,048.29</b>	<b>639.28</b>	<b>5,035.77</b>

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

As at 31st March 2024	Carrying value	Less than 1 year	Between 1 to 5 years	Beyond 5 years	Total
Lease liabilities	1,982.79	241.10	974.07	767.62	1,982.79
Borrowings	1,222.96	1,160.51	62.45	-	1,222.96
Trade payables	1,558.45	1,558.45	-	-	1,558.45
Other financial liabilities	104.78	104.78	-	-	104.78
<b>Total</b>	<b>4,868.98</b>	<b>3,064.84</b>	<b>1,036.52</b>	<b>767.62</b>	<b>4,868.98</b>

## Credit Risk

The Company's customer base is diverse limiting the risk arising out of credit concentration. Further, credit is extended in business interest in accordance with guidelines issued centrally and business-specific credit policies. All overdue customer balances are evaluated taking into account the age of the dues, specific credit circumstances, the track record of the counterparty etc. Loss allowances and impairment are recognized, where considered appropriate by responsible management. The Company has adopted a simplified approach by computing the expected credit loss allowance for trade receivables based on a provision matrix taking into account historical credit loss experience.

The movement of the expected loss provision (allowance for bad and doubtful receivables) made by the Company are as under:

Particulars	Expected Loss Provision	
	As at 31st March 2025	As at 31st March 2024
Opening Balance	62.70	57.93
Add: Provisions made - continuing operations	35.04	15.29
Add: Provisions made - discontinued operations	2.20	-
Less: Provisions reversed - discontinued operations	-	10.52
<b>Closing Balance</b>	<b>99.94</b>	<b>62.70</b>

Of the trade receivables balance at the end of the year, no dues from any one customer exceeded 20 per cent of gross financial assets. The Company does not have significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics.

## Foreign currency Risk

The Company undertakes transactions denominated in foreign currency (mainly US Dollar, Euro and Pound Sterling) which are subject to the risk of exchange rate fluctuations. Financial assets and liabilities denominated in foreign currency are also subject to reinstatement risks.

The carrying amount of foreign currency denominated financial assets and liabilities, are as follows:

Particulars	As at 31st March 2025	As at 31st March 2024
	USD	USD
Financial assets	-	1.86
Financial liabilities	29.74	44.14

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

The forward exchange contracts that were outstanding on respective reporting dates (not designated under Hedge Accounting):

	Currency	Cross Currency	Buy
As at 31st March 2025	USD	Rupees	0.35
As at 31st March 2024	USD	Rupees	0.53

The aforesaid contracts have a maturity of less than 1 year from the year end.

## 45 Fair value measurement

### Fair value hierarchy

Fair value of the financial instruments is classified in various hierarchies based on the following three levels:

**Level 1:** Quoted prices (unadjusted) in active market for identical assets or liabilities

**Level 2:** Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e.as prices) or indirectly (i.e. derived from prices)

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3:** Inputs for the assets and liabilities that are not based on observable market data (unobservable inputs).

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, current investments, trade payables, other current financial assets and liabilities and short-term borrowings are considered to be equal to the carrying amounts of these items due to their short-term nature and accordingly not included in the below table. Where such items are Non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year.

# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

The following table presents the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

Particulars	Fair value hierarchy (Level)	Fair value	
		As at 31st March 2025	As at 31st March 2024
<b>I Financial assets</b>			
<b>a. Measured at amortised cost</b>			
Other financial assets - Non-Current	3	227.39	190.70
<b>Total Financial assets</b>		<b>227.39</b>	<b>190.70</b>
<b>II Financial liabilities</b>			
<b>a. Measured at amortised cost</b>			
Borrowings - Non-Current	3	110.08	62.45
<b>Total Financial liabilities</b>		<b>110.08</b>	<b>62.45</b>

## 46 Micro, Small and Medium scale business entities:

Details as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). This information has been determined to the extent such parties have been identified on the basis of information available with the Company

Sl. No.	Particulars	31st March 2025	31st March 2024
1	Principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year.		
	Principal	4.19	2.10
	Interest	Nil	....*
2	The amount of interest paid by the buyer in terms of section 16, of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
3	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	Nil	Nil
4	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	....*
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act.	Nil	Nil

\* Represents ₹ 3,439/-

## 47 In respect of borrowings from banks on the basis of security of current assets, there are no material discrepancies between the quarterly returns or statements of current assets filed by the Company with banks and the books of account.



# Notes to Standalone Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 48 Ratios

Ratio	Numerator	Denominator	Current year	Previous year	Notes
Current Ratio (times)	Current assets	Current liabilities	1.43	1.43	-
Debt-Equity Ratio (times)	Total debt	Equity	0.45	0.51	-
Debt Service Coverage Ratio (times)	Earning for Debt Service = Net profit after taxes + Finance Costs + Depreciation and amortisation expenses	Debt service = Interest and lease payments + Principal repayments	1.28	1.20	-
Return on Equity Ratio (%)	Net profit after taxes	Average Shareholder's equity	2.11%	2.72%	-
Inventory Turnover Ratio (times)	Revenue from operations	Average inventory	3.04	3.29	-
Trade Receivables Turnover Ratio (times)	Revenue from operations	Average trade receivables	3.07	3.30	-
Trade Payables Turnover Ratio (times)	Purchases of Stock-in-Trade and raw materials	Average trade payables	2.02	2.07	-
Net Capital Turnover Ratio (times)	Revenue from operations	Average working capital (i.e. Current assets - Current liabilities)	4.44	4.95	-
Net Profit Ratio (%)	Net profit after taxes	Revenue from operations	0.83%	1.03%	-
Return on Capital Employed (%)	Earnings before interest and taxes	Capital employed = Total equity + Borrowings	10.16%	10.93%	-
Return on Investment (%)	Net profit after taxes	Equity share capital + Securities premium	3.35%	4.32%	-

**49** The financial statements were approved for issue by the Board of Directors on 20th May 2025.

**50** Previous year's figures have been regrouped/rearranged wherever necessary to make them comparable with those of current year.

For and on behalf of Board of Directors

**Siddhartha Roy Burman**  
Executive Chairman  
DIN: 00043715

**Rittick Roy Burman**  
Managing Director  
DIN: 08537366

**Abhijit Dan**  
Group Company Secretary & Head - Legal  
Membership No.: ACS 21358

**Indrajit Chaudhuri**  
Group Chief Financial Officer  
Membership No.: FCA 61162

Place: Kolkata  
Date: 20<sup>th</sup> May 2025

# Form AOC-1

Form AOC-1 (Pursuant to first proviso to Section 129(3) read with rule 5 of Companies (Accounts) Rules, 2014  
Statement containing salient features of the financial statements of subsidiaries

Name of the Subsidiary Company	KSR Footwear Limited (Amount in ₹)	Khadim Shoe Bangladesh Limited (Amount in BDT)
Date since subsidiary was acquired	22nd August 2023	5th September 2019
Financial Year ending on	31st March 2025	31st March 2025
Reporting Currency	Indian Rupee	Bangladesh taka
Exchange rate as on 31st March 2025	Not applicable	0.71 Indian Rupee
Share Capital	1,00,000	25,00,000
Reserves and Surplus	(12,21,164)	(22,55,910)
Total Assets	5,37,915	6,54,774
Total Liabilities	5,37,915	6,54,774
Investments (excluding Investments made in subsidiaries)	Nil	Nil
Turnover	Nil	Nil
Loss before tax	(10,67,441)	(3,89,980)
Provision for tax	Nil	510
Loss after tax	(10,67,441)	(3,90,490)
Proposed Dividend	Nil	Nil
% of shareholding	100.00%	100.00%
Country	India	Bangladesh

For and on behalf of Board of Directors

**Siddhartha Roy Burman**

Executive Chairman

DIN: 00043715

**Rittick Roy Burman**

Managing Director

DIN: 08537366

**Abhijit Dan**

Group Secretary & Head - Legal

Membership No.: ACS 21358

**Indrajit Chaudhuri**

Group Chief Financial Officer

Membership No.: FCA 61162

Place: Kolkata

Date: 20<sup>th</sup> May 2025

# Independent Auditor's Report

To The Members of **Khadim India Limited**

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of **Khadim India Limited** ("the Holding Company") and its subsidiaries, (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on other financial information of the subsidiaries, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act ('Ind AS') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, their consolidated profit, total comprehensive income, consolidated statement of changes in equity and their consolidated cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (the "ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules made thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon. We do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Sr.	Key Audit Matter	Auditor's Response
1.	<b>Scheme of Arrangement</b> In respect of the Holding Company, the Board of Directors of the Company, at its meeting dated 29th September, 2023, had approved a 'Scheme of Arrangement' ('the Scheme') between Khadim India Limited (KIL), the Holding Company and KSR Footwear Limited (KFL), the Subsidiary Company and their respective shareholders and creditors under relevant provisions of the Companies Act, 2013. Pursuant to the Scheme, KIL shall demerge its Distribution Business, as a going concern, into KFL.	<b>Principal Audit Procedures</b> Our audit procedures related to the checking and verification of 'the Scheme' is as detailed below: <ul style="list-style-type: none"> <li>Obtained and checked the Board Resolution approving the Scheme;</li> <li>Obtained the copy of the Scheme sanctioned by NCLT;</li> <li>Checked the approvals in the form of 'No Objection' from respective stock exchanges, NSE and BSE;</li> </ul>

# Independent Auditor's Report

Sr.	Key Audit Matter	Auditor's Response
	<p>The Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT), vide its Order dated 27th March, 2025, has sanctioned the Scheme. Accordingly, the Appointed Date and Effective Date of the Scheme is 1st April, 2025 and 1st May, 2025 respectively.</p> <p>Upon the Scheme being sanctioned by the Hon'ble NCLT and in terms of the requirements of Accounting Standards (Ind. AS), the operations pertaining to the distribution business have been presented as 'Discontinued Operations'. Consequently, the standalone financial statements of the Company for the comparative periods and for the year ended 31st March, 2025 have been presented accordingly.</p> <p>Refer Note 34 to the Notes to Consolidated Financial Statements.</p>	<ul style="list-style-type: none"> <li>Checked the relevant accounting standard (Ind AS) regarding presentation and disclosure of its Distribution Business as 'Discontinued Operations'.</li> </ul> <p><b>Audit Conclusions</b></p> <p>Our procedures did not identify any material exceptions.</p>
2.	<p><b>Revenue Recognition</b></p> <p>Revenue from the sale of goods (hereinafter referred to as "Revenue") is recognised when the Parent performs its obligation to its customers, the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such recognition is when the control over the same is transferred to the customer, which is upon delivery.</p> <p>The timing of revenue recognition is relevant to the reported performance of the Parent. The management considers revenue as a key measure for evaluation of performance. There is a risk of revenue being recorded before control is transferred.</p> <p>The Parent operates through two different revenue streams – sale to Wholesale customers and Retail customers.</p> <p>The Retail revenues consist of small transactions under cash and carry model. Hence the likelihood of occurrence and magnitude of a potential misstatement arising out of revenue recognition before transfer of control is minimal.</p> <p>Accordingly, we focused our work on the risk of revenue being recognized before control is transferred in respect of its revenue from Wholesale customers.</p> <p>Refer Note 3.10 to the Consolidated Financial Statements - Material accounting policies.</p>	<p>In order to address the risk of misstatement related to timing of revenue recognition on sale to Wholesale customers, we have performed the following procedures: -</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures including:</p> <ul style="list-style-type: none"> <li>Assessing the appropriateness of the Parent's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from Contracts with Customers") and testing thereof.</li> <li>Evaluating the integrity of the general information and technology control environment and testing the operating effectiveness of key IT application controls.</li> <li>Evaluating the design and implementation of Parent's controls in respect of revenue recognition and testing the effectiveness of such controls over the timing of recognition of revenue at the year-end.</li> <li>Testing the supporting documentation for sales transactions recorded during the period closer to the year end and subsequent to the year end, including examination of credit notes issued after the year end to determine whether revenue was recognised in the correct period.</li> <li>Performing analytical procedures on current year revenue based on monthly trends and where appropriate, conducting further enquiries and testing.</li> </ul>

# Independent Auditor's Report

## Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including annexures to the Board's Report, Corporate Governance and Shareholder's Information but does not include the Consolidated Financial Statements, Standalone Financial Statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information, compare with the financial statements of the Subsidiaries and consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the Subsidiaries is traced from their financial statements.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

## Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

## Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.



# Independent Auditor's Report

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than from one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent and one of its subsidiary companies incorporated in India (KSR Footwear Limited) have adequate internal financial controls system with respect to Consolidated Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which has been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance of the Parent and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public

# Independent Auditor's Report

disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Other Matters

We did not audit the financial statements/ financial information of two subsidiaries, whose financial statements/ financial information reflect total assets of ₹ 1.00 million as at March 31, 2025, total revenue of ₹ 0.00 million and net cash flows amounting to 0.62 million for the year ended on that date, as considered in the consolidated financial statements. This financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements and our report on 'Other Legal and Regulatory Requirements' below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable that:
  - a) We/the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
  - d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with relevant Rules issued thereunder.
  - e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting with reference to consolidated financial statements of the Group incorporated in India, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and effectiveness of internal financial controls over financial reporting with reference to Consolidated Financial Statements of the Group incorporated in India.
  - g) With respect to other matters to be included in the Auditor's Report in accordance with the requirements of Section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other statutory auditors of its subsidiary incorporated in India, the remuneration paid by the Holding Company, to its directors during the year is in accordance with the provisions of Section 197 of the Act.

## Independent Auditor's Report

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended by the Companies (Audit and Auditors) Second Amendment Rules, 2021, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of other statutory auditors on separate financial statements and also the other financial information of its subsidiary incorporated in India:
- i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group in Note No. 38 of the Consolidated Financial Statements.
  - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts that are required to be transferred to the Investor Education and Protection Fund by the Group during the year ended March 31, 2025.
  - iv.
    - a) The respective managements of the Holding Company and one of its subsidiary companies, which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and other auditors of such subsidiary that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries to or in any other person (s) or entity (ies), outside the Group, including foreign entity (ies) ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiaries ('the Ultimate Beneficiaries') or provide any guarantee, security or the like, on behalf of the Ultimate Beneficiaries;
    - b) The respective managements of the Holding Company and one of its subsidiary companies, which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and the other auditors of such subsidiary that, to the best of their knowledge and belief that no funds (which are material either individually or in the aggregate) have been received by the Parent or any of such subsidiary from any person (s) or entity (ies), including foreign entities ('Funding Parties') with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
    - c) Based on such audit procedures considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiary, which are companies incorporated in India, whose financial statements have been audited under the Act, nothing has come to us or other auditor's notice that has caused us or the other auditors to believe that the representations under sub- clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. As per the books of account of the Holding Company audited by us and as per the audited financial statements of one of its subsidiary companies incorporated in India, considered in the Consolidated Financial Statements, no dividend has been declared or paid during the year ended March 31, 2025.
  - vi. Based on our examination which included test checks and that performed by the other auditors of subsidiary company, which are the companies incorporated in India whose financial statements have been audited under the Act, the Holding Company and subsidiary have used an accounting software for maintaining their books of account which have features of recording audit trail (edit

# Independent Auditor's Report

log) facility and the same have operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, no instances of the audit trail feature being tampered with, were noticed. Furthermore, the audit trail has been preserved by the Company as per statutory requirements for record retention.

The financial statements of the one of its subsidiaries, Khadim Shoe Bangladesh Limited has not been audited under the provisions of the Act as it is a company not incorporated in India. Thus, the reporting requirements under Rule 11 (g) are not applicable to such foreign subsidiary company.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ('the Order/CARO') issued by the Central Government in terms of section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and in respect of one of its subsidiaries, KSR Footwear Limited by the other auditors, included in the consolidated financial statements of the Company to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports. In respect of the other subsidiary company, Khadim Shoe Bangladesh Limited (foreign subsidiary) to which reporting requirements under CARO, 2020 is not applicable

**For RAY & RAY**

Chartered Accountants  
Firm Registration No. 301072E

**(Asish Kumar Mukhopadhyay)**

Partner  
(Membership No. 056359)  
UDIN: 25056359BMIWFX8587

Place: Kolkata  
Date: 20<sup>th</sup> May, 2025

# Annexure “A” to Independent Auditors’ Report

(Referred to in Paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ Section of our Report to the members of **Khadim India Limited** of even date)

## **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.**

In conjunction with our audit of the consolidated Ind AS financial statements of Khadim India Limited as of and for the year ended March 31, 2025, we have audited the internal financial controls over financial reporting of **Khadim India Limited** (hereinafter referred to as the “Company”) and its subsidiary company which are companies incorporated in India as of that date.

### **Management’s Responsibility for Internal Financial Controls**

The respective Boards of Directors of the Holding Company and one of its subsidiaries, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of their respective business, including adherence to those companies’ policies, the safeguarding of their respective assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated Financial Statements of the Holding Company based on our audit and on one of its subsidiary companies, being a company incorporated in India, based on their independent auditor’s report. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Consolidated Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with respect to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to Consolidated Financial Statements of the Holding Company and its subsidiary company, which is a company incorporated in India.

### **Meaning of Internal Financial Controls with reference to Consolidated Financial Statements**

A company’s internal financial controls over financial reporting with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance



## Annexure “A” to Independent Auditors’ Report

with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with respect to Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies (including one foreign subsidiary, Khadim Shoe Bangladesh Limited incorporated outside India, to whom internal financial controls system over financial reporting with reference to financial statements is not applicable), which are companies incorporated in India have, in all material respects, an adequate internal financial controls system with reference to Consolidated Financial Statements and such internal financial controls were operating effectively as at March 31, 2025, based on the criteria for internal financial control with reference to Consolidated Financial Statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

### **Other Matters**

Our aforesaid report under section 143(3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls system over financial reporting with reference to consolidated financial statements in so far as it relates to one subsidiary company, which is company incorporated in India, is based solely on the corresponding report of the auditors of such subsidiary company incorporated in India. In respect of the other subsidiary, Khadim Shoe Bangladesh Limited incorporated outside India, to whom internal financial controls system over financial reporting with reference to financial statements is not applicable.

**For RAY & RAY**

Chartered Accountants  
Firm Registration No. 301072E

**(Asish Kumar Mukhopadhyay)**

Partner  
(Membership No. 056359)  
UDIN: 25056359BMIWFX8587

Place: Kolkata  
Date: 20<sup>th</sup> May, 2025

# Consolidated Balance Sheet

as at 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	Note No.	As at 31 <sup>st</sup> March 2025	As at 31 <sup>st</sup> March 2024
<b>ASSETS</b>			
<b>1 Non - current assets</b>			
(a) Property, Plant and Equipment	4A	766.19	774.41
(b) Capital work - in - progress	4B	0.16	1.49
(c) Right of Use Assets	4C	1,488.51	1,652.15
(d) Intangible assets	4D	7.13	8.96
(e) Intangible assets under development	4E	1.89	-
(f) Financial Assets			
Others	5	227.39	190.70
(g) Deferred tax assets (net)	6	109.39	116.88
(h) Current tax assets (net)	7	31.45	31.45
(i) Other non-current assets	8	93.55	103.44
<b>2 Current assets</b>			
(a) Inventories	9	2,168.81	1,936.37
(b) Financial Assets			
(i) Trade receivables	10	2,210.72	1,847.02
(ii) Cash and cash equivalents	11	81.26	55.48
(iii) Other Bank balances	12	50.02	116.39
(iv) Others	13	85.69	85.87
(c) Other current assets	14	289.59	394.59
<b>Total Assets</b>		<b>7,611.75</b>	<b>7,315.20</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	15	183.78	181.34
(b) Other Equity	16	2,329.71	2,214.73
<b>LIABILITIES</b>			
<b>1 Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	17	110.08	62.45
(ii) Lease liabilities	18	1,577.49	1,741.69
(b) Provisions	19	-	0.97
(c) Other non-current liabilities	20	4.42	6.07
<b>2 Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	21	1,032.02	1,160.61
(ii) Lease liabilities	18	234.03	241.10
(iii) Trade payables	22		
Total outstanding dues of micro enterprises and small enterprises		4.19	2.10
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,965.29	1,556.67
(iv) Other financial liabilities	23	114.53	104.78
(b) Other current liabilities	24	46.79	41.54
(c) Provisions	25	0.64	1.15
(d) Current Tax Liabilities (net)	26	8.78	-
<b>Total Equity and Liabilities</b>		<b>7,611.75</b>	<b>7,315.20</b>

The accompanying notes are an integral part of the consolidated financial statements.

In terms of our report of even date attached

For and on behalf of Board of Directors

**For Ray & Ray**

Chartered Accountants

FRN - 301072E

**Siddhartha Roy Burman**

Executive Chairman

DIN: 00043715

**Rittick Roy Burman**

Managing Director

DIN: 08537366

**Asish Kumar Mukhopadhyay**

Partner

Membership no.- 056359

**Abhijit Dan**

Group Company Secretary &amp; Head - Legal

Membership No.: ACS 21358

**Indrajit Chaudhuri**

Group Chief Financial Officer

Membership No.:FCA 61162

Place: Kolkata

Date: 20<sup>th</sup> May 2025

# Consolidated Statement of Profit and Loss

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	Note	For the year ended	For the year ended
	No.	31 <sup>st</sup> March 2025	31 <sup>st</sup> March 2024
<b>I. Revenue From Operations</b>	27	4,180.33	4,262.52
<b>II. Other Income</b>	28	103.85	83.65
<b>III. Total Income ( I + II )</b>		<b>4,284.18</b>	<b>4,346.17</b>
<b>IV. Expenses :</b>			
Cost of materials consumed		85.76	77.67
Purchases of Stock-in-Trade		2,167.90	2,145.51
Changes in inventories of finished goods, stock-in-trade and work-in-progress	29	(345.41)	(153.16)
Employee benefits expense	30	603.34	567.27
Finance costs	31	248.76	257.09
Depreciation and amortization expense	4F	287.75	276.95
Other expenses	32	1,017.31	903.22
<b>Total expenses</b>		<b>4,065.41</b>	<b>4,074.55</b>
<b>V Profit before tax from continuing operations ( III - IV )</b>		<b>218.77</b>	<b>271.62</b>
<b>VI Tax expense:</b>	33		
(1) Current tax		33.87	33.40
(2) Deferred tax		(7.72)	5.32
		<b>26.15</b>	<b>38.72</b>
<b>VII. Profit from continuing operations ( V - VI )</b>		<b>192.62</b>	<b>232.90</b>
<b>VIII. Loss from discontinued operations (Net of Tax)</b>	34	<b>(142.02)</b>	<b>(170.12)</b>
<b>IX. Profit for the year (VII + VIII)</b>		<b>50.60</b>	<b>62.78</b>
<b>X. Other Comprehensive Income/(Loss)</b>			
(i) Items that will not be reclassified to profit or loss			
- Re-measurement loss on defined benefit plans	40.2	(0.13)	(1.64)
(ii) Income tax relating to items that will not be reclassified to profit or loss	33	0.03	0.41
(iii) Items that will be reclassified to profit or loss			
- Exchange differences in translating the financial statements of foreign operations		0.01	-
<b>Other Comprehensive Income/(Loss) for the year</b>		<b>(0.09)</b>	<b>(1.23)</b>
<b>XI. Total Comprehensive Income for the year ( IX + X )</b>		<b>50.51</b>	<b>61.55</b>
(Comprising of profit and other comprehensive income/(loss) for the year)			
<b>Profit for the year attributable to:</b>			
Owners of the parent		50.60	62.78
Non-controlling interests		-	-
<b>Total Comprehensive Income for the year attributable to:</b>			
Owners of the parent		50.51	61.55
Non-controlling interests		-	-
<b>XII. Earnings per equity share : [Nominal Value per Share ₹ 10/-]</b>	35		
(Previous year ₹ 10/-)]			
<b>Continuing operations (in ₹ )</b>			
(1) Basic		10.51	12.96
(2) Diluted		10.51	12.96
<b>Discontinued operations (in ₹ )</b>			
(1) Basic		(7.75)	(9.47)
(2) Diluted		(7.75)	(9.47)
<b>From continuing and discontinued operations (in ₹ )</b>			
(1) Basic		2.76	3.49
(2) Diluted		2.76	3.49

The accompanying notes are an integral part of the consolidated financial statements.

In terms of our report of even date attached

For and on behalf of Board of Directors

**For Ray & Ray**

Chartered Accountants

FRN - 301072E

**Siddhartha Roy Burman**

Executive Chairman

DIN: 00043715

**Rittick Roy Burman**

Managing Director

DIN: 08537366

**Asish Kumar Mukhopadhyay**

Partner

Membership no.- 056359

**Abhijit Dan**

Group Company Secretary & Head - Legal

Membership No.: ACS 21358

**Indrajit Chaudhuri**

Group Chief Financial Officer

Membership No.:FCA 61162

Place: Kolkata

Date: 20<sup>th</sup> May 2025

# Consolidated Statement of Changes in Equity

for the year ended 31st March 2025

(All amounts in Rupees millions, unless otherwise stated)

## (a) Equity Share Capital

Balance as at 1 <sup>st</sup> April 2024	Changes in equity share capital during the year	Balance as at 31 <sup>st</sup> March 2025
181.34	2.44	183.78

Balance as at 1 <sup>st</sup> April 2023	Changes in equity share capital during the year	Balance as at 31 <sup>st</sup> March 2024
179.70	1.64	181.34

## (b) Other Equity

Particulars	Reserves and surplus				Money received against share warrants	Items of other comprehensive income  Exchange differences in translating the financial statements of foreign operations	Attributable to owners of the parent	Non- controlling interests	Total other equity
	Capital reserve -Amalgamation Reserve	Securities premium	Share options outstanding account	Retained earnings					
<b>Balance as at 1<sup>st</sup> April 2024</b>	<b>231.92</b>	<b>1,280.19</b>	<b>9.96</b>	<b>670.35</b>	<b>22.30</b>	<b>0.01</b>	<b>2,214.73</b>	<b>-</b>	<b>2,214.73</b>
Profit for the year	-	-	-	50.60	-	-	50.60	-	50.60
Other comprehensive loss (net of tax)*	-	-	-	(0.10)	-	0.01	(0.09)	-	(0.09)
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>50.50</b>	<b>-</b>	<b>0.01</b>	<b>50.51</b>	<b>-</b>	<b>50.51</b>
Proceeds from issue of share warrants on preferential basis (Refer Note 15.4)	-	-	-	-	66.90	-	66.90	-	66.90
Equity shares issued upon conversion of share warrants (Refer Note 15.4)	-	86.76	-	-	(89.20)	-	(2.44)	-	(2.44)
Lapse of Share options outstanding	-	-	(3.70)	3.70	-	-	-	-	-
<b>Balance as at 31<sup>st</sup> March 2025</b>	<b>231.92</b>	<b>1,366.95</b>	<b>6.26</b>	<b>724.56</b>	<b>-</b>	<b>0.02</b>	<b>2,329.71</b>	<b>-</b>	<b>2,329.71</b>
<b>Balance as at 1<sup>st</sup> April 2023</b>	<b>231.92</b>	<b>1,221.83</b>	<b>10.70</b>	<b>608.06</b>	<b>-</b>	<b>0.01</b>	<b>2,072.52</b>	<b>-</b>	<b>2,072.52</b>
Profit for the year	-	-	-	62.78	-	-	62.78	-	62.78
Other comprehensive loss (net of tax)*	-	-	-	(1.23)	-	-	(1.23)	-	(1.23)
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>61.55</b>	<b>-</b>	<b>-</b>	<b>61.55</b>	<b>-</b>	<b>61.55</b>
Proceeds from issue of share warrants on preferential basis (Refer Note 15.4)	-	-	-	-	82.30	-	82.30	-	82.30
Equity shares issued upon conversion of share warrants (Refer Note 15.4)	-	58.36	-	-	(60.00)	-	(1.64)	-	(1.64)

# Consolidated Statement of Changes in Equity

for the year ended 31st March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	Reserves and surplus				Money received against share warrants	Items of other comprehensive income	Attributable to owners of the parent	Non-controlling interests	Total other equity
	Capital reserve -Amalgamation Reserve	Securities premium	Share options outstanding account	Retained earnings					
Lapse of Share options outstanding	-	-	(0.74)	0.74	-	-	-	-	-
<b>Balance as at 31<sup>st</sup> March 2024</b>	<b>231.92</b>	<b>1,280.19</b>	<b>9.96</b>	<b>670.35</b>	<b>22.30</b>	<b>0.01</b>	<b>2,214.73</b>	<b>-</b>	<b>2,214.73</b>

\*Loss of ₹ 0.10 millions (Previous year: ₹ 1.23 millions) on remeasurement of defined employee benefit plans (net of tax) is recognised as a part of retained earnings for the year ended 31<sup>st</sup> March 2025.

The Board of Directors of the Company has not recommended any dividend for the current financial year.

**Capital Reserve:** This Reserve represents the surplus of net assets over the Equity Shares issued as purchase consideration pursuant to the Scheme of Amalgamation approved by the Hon'ble High Court at Calcutta with effect from 1<sup>st</sup> October 2004

**Securities premium:** This Reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.

**Share options outstanding account:** This Reserve relates to stock options granted by the Company under Khadim Employee Stock Option Plan 2017. This Reserve is transferred to securities premium or retained earnings on exercise or cancellation of vested options.

**Retained earnings:** This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

The accompanying notes are an integral part of the consolidated financial statements.

In terms of our report of even date attached

For and on behalf of Board of Directors

## For Ray & Ray

Chartered Accountants  
FRN - 301072E

## Siddhartha Roy Burman

Executive Chairman  
DIN: 00043715

## Rittick Roy Burman

Managing Director  
DIN: 08537366

## Asish Kumar Mukhopadhyay

Partner  
Membership no.- 056359

## Abhijit Dan

Group Company Secretary & Head - Legal  
Membership No.: ACS 21358

## Indrajit Chaudhuri

Group Chief Financial Officer  
Membership No.:FCA 61162

Place: Kolkata

Date: 20<sup>th</sup> May 2025



# Consolidated Statement of Cash Flows

for the year ended 31st March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	For the year ended 31 <sup>st</sup> March 2025	For the year ended 31 <sup>st</sup> March 2024
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/(loss) before Tax for the year		
- Continuing Operations	218.77	271.62
- Discontinued Operations (Refer Note 34)	(149.07)	(189.43)
Adjustments for:		
Depreciation and amortization expense	405.13	404.44
Loss on disposal of property, plant and equipment (net)	3.75	4.62
Interest Received	(29.19)	(24.39)
Liabilities/Provisions no longer required written back	(58.24)	(30.55)
Government grant received	(1.74)	(2.55)
Provision for doubtful debts, advances and other assets	37.24	4.77
Debts/Advances written off	16.24	32.50
Foreign currency translations and transactions - Net	(0.36)	(0.29)
Finance costs	300.64	313.02
<b>Operating Profit before Working Capital Changes</b>	<b>743.17</b>	<b>783.76</b>
Adjustments for:		
Trade Receivables, Loans and Advances and Other Assets	(273.28)	141.75
Inventories	(232.44)	(132.15)
Trade Payables, Other Liabilities and Provisions	436.03	(267.97)
<b>Cash Generated from Operations</b>	<b>673.48</b>	<b>525.39</b>
Net income tax paid	(2.80)	(10.83)
<b>Net Cash generated from Operating Activities (A)</b>	<b>670.68</b>	<b>514.56</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment, intangible assets and movements in CWIP	(119.41)	(104.19)
Sale of property, plant and equipment, intangible assets	1.59	4.65
Investments in bank deposits	(41.56)	(78.45)
Maturity of bank deposits	62.50	74.30
Interest Received	8.10	8.39
<b>Net Cash used in Investing Activities (B)</b>	<b>(88.78)</b>	<b>(95.30)</b>

# Consolidated Statement of Cash Flows

for the year ended 31st March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	For the year ended 31 <sup>st</sup> March 2025	For the year ended 31 <sup>st</sup> March 2024
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Issue of equity share warrants (Refer note 15.4)	66.90	82.30
Interest paid	(124.23)	(140.09)
Repayment of lease liability	(417.12)	(398.14)
Payment of initial direct cost recognised as Right of Use Asset	(0.71)	(2.81)
Long term loans taken	104.55	66.00
Long term loans repaid	(49.10)	(113.46)
Short term loans taken	4.40	1.10
<b>Net Cash used in Financing Activities (C)</b>	<b>(415.31)</b>	<b>(505.10)</b>
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	166.59	(85.84)
<b>Cash and Cash Equivalents at beginning of year</b>	<b>(978.94)</b>	<b>(893.10)</b>
<b>Cash and Cash Equivalents at end of year</b>	<b>(812.35)</b>	<b>(978.94)</b>

## Notes:

- I The above Statement of Cash Flows has been prepared under "Indirect Method" as set out in Ind AS - 7 on "Statement of Cash Flows".

	As at 31 <sup>st</sup> March 2025	As at 31 <sup>st</sup> March 2024
<b>II Cash and Cash Equivalents:</b>		
Cash Credit facilities	(893.61)	(1,034.42)
Cash and cash equivalents (Note 11)	81.26	55.48
<b>Cash and cash equivalents as above</b>	<b>(812.35)</b>	<b>(978.94)</b>

The accompanying notes are an integral part of the consolidated financial statements.

In terms of our report of even date attached

For and on behalf of Board of Directors

## For Ray & Ray

Chartered Accountants  
FRN - 301072E

**Siddhartha Roy Burman**  
Executive Chairman  
DIN: 00043715

**Rittick Roy Burman**  
Managing Director  
DIN: 08537366

## Asish Kumar Mukhopadhyay

Partner  
Membership no.- 056359

**Abhijit Dan**  
Group Company Secretary & Head - Legal  
Membership No.: ACS 21358

**Indrajit Chaudhuri**  
Group Chief Financial Officer  
Membership No.: FCA 61162

Place: Kolkata  
Date: 20<sup>th</sup> May 2025

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 1 Corporate information

Khadim India Limited (the 'Group') is a Public Limited Group engaged in the manufacturing / retail business of footwear and accessories. The Group is incorporated and domiciled in Republic of India. The address of its Registered office is DLF IT Park, Tower-C, 7th Floor, 08 Major Arterial Road, Block-AF, New Town (Rajarhat), Kolkata - 700156. The Group listed its equity shares on 14th November 2017 on BSE and NSE.

## 2 Recently issued accounting pronouncements:

The Ministry of Corporate Affairs ("MCA") notifies new standards / amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind AS 116 - Leases, relating to sale and leaseback transactions, applicable to the Group w.e.f. 1st April 2024. The Group has reviewed the new pronouncements and based on its evaluation, has determined that it does not have any significant impact on its consolidated financial statements.

## 3 Material accounting policies

### 3.1 Statement of Compliance

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind ASs) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. The consolidated financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013. Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy.

### 3.2 Basis of preparation

The consolidated financial statements are prepared as going concern, on accrual basis and in accordance with the historical cost convention, except for certain assets and liabilities that are measured at fair values, as explained in the accounting policies.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- I In the principal market for the asset or liability, or
- II In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

Fair value for measurement and / or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 - Share-based Payment, leasing transactions that are within the scope of Ind AS 116 - Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 - Inventories or value in use in Ind AS 36 - Impairment of Assets.

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety.

## 3.3 Principles of Consolidation

A) The consolidated financial statements relate to Khadim India Limited (the "Holding Company"), its subsidiaries Khadim Shoe Bangladesh Limited and KSR Footwear Limited, together constitute the "Group". The consolidated financial statements have been prepared on the following basis:

- i) The financial statements of the Holding Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and unrealized profits or losses as per Ind AS 110 'Consolidated Financial Statements', as specified under section 133 of the Companies Act, 2013.
- ii) The financial statements of subsidiaries, consolidated are drawn upto the same reporting date as that of the Holding Company, i.e. 31<sup>st</sup> March 2025.
- iii) When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Holding Company's accounting policies.
- iv) The financial statements of the following subsidiaries have been considered for consolidation:

Name of entity	Country of incorporation	% of holding
KSR Footwear Limited	India	100%
Khadim Shoe Bangladesh Limited	Bangladesh	100%

- v) The excess of the Group's share in equity of each subsidiary, over the cost of its acquisition at the date on which the investment is made, is recognized as "Capital Reserve on Consolidation" and included as Other Equity under Equity in the Consolidated Balance Sheet.
- vi) Non-controlling Interest comprises:
  - a) The amount of equity attributable to the non-controlling interests at the date of which investment in a subsidiary is made; and
  - b) The non-controlling interests' share of movements in equity since the date the parent-subsidiary relationship came into existence

Non-controlling interests' share of net profit / (loss) for the year of consolidated subsidiaries is identified and adjusted against the profit / (loss) after tax of the Group. The losses attributable to the non-controlling interests are restricted to the extent of non-controlling interests' equity.

## 3.4 Operating cycle

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 - "Presentation of Financial Statements", based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. Accordingly, the Group has determined its operating cycle to be 12 months.

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 3.5 Property, Plant and Equipment

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognized as at 1st April 2016 measured as per the previous GAAP.

Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalised. Expenses capitalised also include applicable borrowing costs for qualifying assets, if any. All upgradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

The Group identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Consolidated Statement of Profit and Loss.

Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning. Items of property, plant and equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of the assets after commissioning, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a straight line basis. Freehold Land is not depreciated. The estimated useful lives of property, plant and equipment of the Group depending on its nature and classification are as follows:

Buildings - 30 - 60 Years

Leasehold Improvements - Shorter of lease period or over 6 years

Plant and Equipment - 5 - 15 Years

Furniture and Fixtures - 10 Years

Vehicles - 10 Years

Office Equipment - 5 Years

Property, plant and equipment's residual values and useful lives are reviewed at each Balance Sheet date and changes, if any, are treated as changes in accounting estimate.

## 3.6 Intangible Assets

Intangible assets acquired separately are recorded at cost at the time of initial recognition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

Intangible assets (Computer Software) with finite lives are amortized over the useful economic life (not exceeding five years) and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets is recognized in the consolidated statement of profit and loss.



# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statement of profit and loss when the asset is derecognized.

## 3.7 Impairment of Property, Plant and Equipment and Intangible Assets

At the end of each reporting period, the Group reviews the carrying amount of its property, plant and equipment and intangible assets to determine whether there is any indicator that those assets have suffered an impairment loss. If any such indicator exists, the recoverable amount of the asset is estimated in order to determine the impairment loss. When it is not possible to determine the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money.

## 3.8 Assets held for disposal

Assets are classified as held for disposal if their carrying amount is intended to be recovered principally through a sale (rather than through continuing use) when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset and the sale is highly probable. These are measured at lower of their carrying amount and fair value less costs to sell.

## 3.9 Inventories

Inventories are valued at cost and net realisable value, whichever is lower. The cost is calculated on First In First Out basis (FIFO). Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. Net realisable value is the estimated selling price less estimated costs for completion and sale. Obsolete, slow moving and defective inventories are identified from time to time and, where necessary, a provision is made for such inventories.

## 3.10 Revenue Recognition

The Group earns revenue primarily from sale of footwear and leather accessories.

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made and the Group has performed its obligations. Revenue is measured at the fair value of the consideration received or receivable for goods supplied, net of returns and discounts to customers.

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefit will flow to the Group and the amount can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the assets' net carrying amount on initial recognition.

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 3.11 Government Grant

The Group receives government grants that require compliance with certain conditions related to the Group's operating activities or are provided to the Group by way of financial assistance on the basis of certain qualifying criteria. Government grants are recognized when there is reasonable assurance that the grant will be received, and the Group will comply with the conditions attached to the grant. Accordingly, government grants:

- a. related to or used for assets, are included in the Consolidated Balance Sheet as deferred income and recognized as income over the useful life of the assets.
- b. related to incurring specific expenditures, are taken to the Consolidated Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.
- c. by way of financial assistance on the basis of certain qualifying criteria, are recognized as they become receivable.

## 3.12 Foreign Currency Transactions

The functional and presentation currency of the Group is Indian Rupee. Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Gains/ losses arising on settlement as also on translation of monetary items are recognized in the Consolidated Statement of Profit and Loss.

## 3.13 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## 3.14 Employee Benefits

### I Short-term employee benefits

All short-term employee benefits such as salaries, wages, bonus etc. which fall within 12 months of the period in which the employee renders related services which entitles them to avail such benefits and also non-accumulating compensated absences are recognized on an undiscounted basis and charged to the Consolidated Statement of Profit and Loss.

### II Defined contribution plan

The Group's contribution towards Provident Fund and Employee State Insurance with respect to employees paid/ payable during the year to the respective Authorities are considered as Defined Contribution Plans and are charged to the Consolidated Statement of Profit and Loss.

### III Defined benefit plan

The Group maintains Gratuity Plan for all its eligible employees and the same is a defined benefit plan. The cost of providing benefits under the defined benefit gratuity obligation is determined by independent actuary at each balance sheet date using the projected unit credit method.

Service costs and net interest expense or income is reflected in the Consolidated Statement of Profit and Loss. Gain or Loss on account of remeasurements are recognized immediately through other comprehensive income in the period in which they occur

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## IV Other long term employee benefits

The Group presents the leave as a current liability in the consolidated balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Actuarial gains/losses are immediately taken to the consolidated statement of profit and loss. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

## V Employee Share Based Compensation

Stock Options are granted to eligible employees in accordance with the Khadim Employee Stock Option Schemes ("ESOP"), as may be decided by the Nomination and Remuneration Committee.

The cost of ESOP is recognized based on the fair value of Stock Options as on the grant date. The fair value of Stock Options granted and vested are recognized in the Consolidated Statement of Profit and Loss.

## 3.15 Leases

The Group, at the inception of a contract, assesses whether the contract is a lease or not. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after 1 April, 2019.

### Group as a Lessee

The Group assesses whether a contract is or contains a lease according to Ind AS 116 'Leases' at the inception of the contract. A contract is, or contains, a lease if the contract involves–

- (a) the use of an identified asset,
- (b) the right to obtain substantially all the economic benefits from use of the identified asset, and
- (c) the right to direct the use of the identified asset.

The Group at the inception of the lease contract i.e. at the lease commencement date recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term).

### Right-of-use assets

At the lease commencement date, the right-of-use asset is initially measured at cost which comprises the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets.

### Lease Liabilities

At the lease commencement date, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. This includes fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

on an index or a rate, and amounts expected to be paid under residual value guarantees, the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset. For short-term leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

## Group as a Lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Where the Group is a lessor under an operating lease, the asset is capitalised within property, plant and equipment and depreciated over its useful economic life. Payments received under operating leases are recognized in the Consolidated Statement of Profit and Loss on a straight-line basis over the term of the lease.

## 3.16 Income Taxes

Income tax comprises of current taxes and deferred taxes.

### Current tax

Current tax in the Consolidated Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years. Taxable profit differs from 'profit before tax' as reported in the Consolidated Statement of Profit and Loss.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

### Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relates to the same taxation authority.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 3.17 Provisions, Contingent liabilities and Contingent assets

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in the consolidated statement of profit or loss, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as part of finance costs.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

The Group does not recognise contingent assets.

## 3.18 Dividend Distribution

Dividends paid (including income tax thereon) is recognized in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by Shareholders.

## 3.19 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding cash credit as they are considered an integral part of the Group's cash management.

## 3.20 Financial instruments, Financial assets, Financial liabilities and Equity instruments

Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities.

### Financial assets

#### Recognition

Financial assets include Investments, Trade receivables, Advances, Security Deposits, Cash and cash equivalents. Such assets are initially recognized at transaction price when the Group becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Consolidated Statement of Profit and Loss. Investment in Subsidiary is carried at cost.

#### Classification

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification. Financial assets are classified as those measured at:

- a. amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/or interest.



# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

- b. fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognized in other comprehensive income.
- c. fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognized in the Consolidated Statement of Profit and Loss in the period in which they arise.

Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

## Impairment

The Group assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognized if the credit quality of the financial asset has deteriorated significantly since initial recognition.

## Reclassification

When and only when the business model is changed, the Group shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income, fair value through profit or loss without restating the previously recognized gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

## Derecognition

Financial assets are derecognized when the right to receive cash flows from the assets has expired, or has been transferred, and the Group has transferred substantially all of the risks and rewards of ownership. Concomitantly, if the asset is one that is measured at:

- a. amortised cost, the gain or loss is recognized in the Consolidated Statement of Profit and Loss;
- b. fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Consolidated Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

## Income Recognition

Interest income is recognized in the Consolidated Statement of Profit and Loss using the effective interest method. Dividend income is recognized in the Consolidated Statement of Profit and Loss when the right to receive dividend is established.

## Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognized at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

premium on redemption / settlement is recognized in the Consolidated Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Consolidated Balance Sheet. Financial liabilities are derecognized when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled or on expiry.

## Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Consolidated Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

## Equity Instruments

Equity instruments are recognized at the value of the proceeds, net of direct costs of the capital issue.

## 4 Significant accounting judgments, estimates and assumptions

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### I Useful lives of property, plant and equipment and intangible assets

Management reviews the useful lives of property, plant and equipment and intangible assets at least once in a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly depreciable lives are reviewed annually using the best information available to the Management.

#### II Actuarial Valuation

The determination of Group's liability towards employee benefits in the nature of gratuity and unpaid leave balance is made through independent actuarial valuation including determination of amounts to be recognized in the Consolidated Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the consolidated financial statements.

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 4A PROPERTY, PLANT AND EQUIPMENT

Particulars	GROSS BLOCK						As at 31st March 2025
	As at 1st April 2023	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2024	Additions during the year	Disposal/ adjustment during the year	
Buildings	472.61	1.44	0.12	<b>473.93</b>	0.42	-	<b>474.35</b>
Leasehold Improvements	321.99	41.85	29.90	<b>333.94</b>	70.26	48.55	<b>355.65</b>
Plant and equipment	679.77	22.65	35.37	<b>667.05</b>	25.69	13.55	<b>679.19</b>
Furniture and Fixtures	200.55	16.22	7.16	<b>209.61</b>	18.53	10.93	<b>217.21</b>
Vehicles	10.45	-	-	<b>10.45</b>	-	-	<b>10.45</b>
Office Equipment	39.64	1.75	4.33	<b>37.06</b>	1.24	1.67	<b>36.63</b>
<b>Total</b>	<b>1,725.01</b>	<b>83.91</b>	<b>76.88</b>	<b>1,732.04</b>	<b>116.14</b>	<b>74.70</b>	<b>1,773.48</b>

<b>4B Capital work - in - progress</b>	<b>4.38</b>	<b>7.78</b>	<b>10.67</b>	<b>1.49</b>	<b>6.29</b>	<b>7.62</b>	<b>0.16</b>
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## 4A PROPERTY, PLANT AND EQUIPMENT

Particulars	ACCUMULATED DEPRECIATION/ AMORTIZATION						NET BLOCK		
	As at 1st April 2023	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2024	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2025	As at 31st March 2025	As at 31st March 2024
Buildings	84.87	13.28	0.12	<b>98.03</b>	13.26	-	<b>111.29</b>	<b>363.06</b>	375.90
Leasehold Improvements	228.59	33.02	26.74	<b>234.87</b>	33.65	46.53	<b>221.99</b>	<b>133.66</b>	99.07
Plant and equipment	430.39	63.33	29.84	<b>463.88</b>	52.88	12.54	<b>504.22</b>	<b>174.97</b>	203.17
Furniture and Fixtures	111.73	16.03	6.65	<b>121.11</b>	15.86	8.62	<b>128.35</b>	<b>88.86</b>	88.50
Vehicles	8.27	1.03	-	<b>9.30</b>	0.50	-	<b>9.80</b>	<b>0.65</b>	1.15
Office Equipment	31.03	3.67	4.26	<b>30.44</b>	2.85	1.65	<b>31.64</b>	<b>4.99</b>	6.62
<b>Total</b>	<b>894.88</b>	<b>130.36</b>	<b>67.61</b>	<b>957.63</b>	<b>119.00</b>	<b>69.34</b>	<b>1,007.29</b>	<b>766.19</b>	<b>774.41</b>

<b>4B Capital work - in - progress</b>							<b>0.16</b>	<b>1.49</b>
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### Note:

The amount of expenditures recognized in the carrying amount of property, plant and equipment in the course of construction is ₹ 0.42 millions (Previous Year - ₹ 1.44 millions)

## 4C RIGHT-OF-USE ASSETS

Particulars	GROSS BLOCK		
	Buildings	Land*	Total
<b>Gross Carrying Value as at 31<sup>st</sup> March 2023</b>	<b>2,186.53</b>	<b>39.73</b>	<b>2,226.26</b>
Additions during the year	358.41	-	358.41
Deletions during the year	(167.94)	-	(167.94)
<b>Gross Carrying Value as at 31<sup>st</sup> March 2024</b>	<b>2,377.00</b>	<b>39.73</b>	<b>2,416.73</b>
Additions during the year	267.35	-	267.35
Deletions during the year	(313.68)	-	(313.68)
<b>Gross Carrying Value as at 31<sup>st</sup> March 2025</b>	<b>2,330.67</b>	<b>39.73</b>	<b>2,370.40</b>

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	ACCUMULATED DEPRECIATION		
	Buildings	Land	Total
<b>Accumulated Depreciation as at 31<sup>st</sup> March 2023</b>	<b>618.35</b>	<b>4.63</b>	<b>622.98</b>
Depreciation Expenses	270.76	1.16	271.92
Deductions / Adjustments	(130.32)	-	(130.32)
<b>Accumulated Depreciation as at 31<sup>st</sup> March 2024</b>	<b>758.79</b>	<b>5.79</b>	<b>764.58</b>
Depreciation Expenses	282.38	1.16	283.54
Deductions / Adjustments	(166.23)	-	(166.23)
<b>Accumulated Depreciation as at 31<sup>st</sup> March 2025</b>	<b>874.94</b>	<b>6.95</b>	<b>881.89</b>

Particulars	NET CARRYING VALUE		
	Buildings	Land	Total
<b>Net Carrying Value as at 31<sup>st</sup> March 2024</b>	<b>1,618.21</b>	<b>33.94</b>	<b>1,652.15</b>
<b>Net Carrying Value as at 31<sup>st</sup> March 2025</b>	<b>1,455.73</b>	<b>32.78</b>	<b>1,488.51</b>

\*This includes ₹ 22.50 millions paid to Kolkata Metropolitan Development Authority (KMDA) as lease premium for a land at Laskarhat, Kolkata having a lease term of 99 years. The Group has received possession for 10.75 cottahs, for which the related lease deed has been executed. Remaining portion of the said land was under litigation before High Court Calcutta and Alipore Court wherein both courts have passed judgement in favour of the Group. The losing party has filed Special Leave Petition (SLP) before Supreme Court and the same is pending "for admission" before the Apex Court. In the meantime, the Group is following up with KMDA to execute the Lease deed for remaining portion of 34.25 cottahs of Land.

## 4D INTANGIBLE ASSETS

Particulars	GROSS BLOCK						
	As at 1st April 2023	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2024	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2025
Computer software (acquired)	4.28	8.87	0.81	12.34	0.76	-	13.10

INTANGIBLE ASSETS	ACCUMULATED AMORTIZATION						NET BLOCK		
	As at 1st April 2023	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2024	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2025	As at 31st March 2025	As at 31st March 2024
Computer software (acquired)	2.03	2.16	0.81	3.38	2.59	-	5.97	7.13	8.96

## 4E INTANGIBLE ASSETS UNDER DEVELOPMENT

Particulars	GROSS BLOCK						
	As at 1st April 2023	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2024	Additions during the year	Disposal/ adjustment during the year	As at 31st March 2025
Computer software (acquired)	3.20	-	3.20	-	1.89	-	1.89

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 4F DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Tangible Assets	119.00	130.36
Right-of-Use Assets	283.54	271.92
Intangible Assets	2.59	2.16
<b>Total</b>	<b>405.13</b>	<b>404.44</b>
<b>Less:</b> Depreciation and amortization expense related to discontinued operations (Refer Note 34)	117.38	127.49
<b>Depreciation and amortization expense related to continuing operations</b>	<b>287.75</b>	<b>276.95</b>

## 4G Capital work - in - progress ageing

Ageing for Capital work - in - progress as at 31st March 2025

Capital work - in - progress	Amount in Capital work - in - progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	0.16	-	-	-	0.16

Ageing for Capital work - in - progress as at 31st March 2024

Capital work - in - progress	Amount in Capital work - in - progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1.49	-	-	-	1.49

## 4H Intangible Assets under development ageing

Ageing for Intangible Assets under development as at 31st March 2025

Intangible Assets under development	Amount in Capital work - in - progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1.89	-	-	-	1.89

Ageing for Intangible Assets under development as at 31st March 2024

Intangible Assets under development	Amount in Capital work - in - progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-

## 5 OTHER FINANCIAL ASSETS - NON-CURRENT

	As at 31st March 2025	As at 31st March 2024
<b>Unsecured, Considered Good</b>		
Security and other deposits	171.64	180.10
Bank deposits with more than 12 months maturity (including interest accrued)		
- Against guarantees and letter of credit	6.76	5.43



# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

	As at 31st March 2025	As at 31st March 2024
- As security with Sales Tax Authorities	0.02	0.02
- Pledged against credit facilities	48.37	4.27
Employee Advances	0.60	0.88
<b>Total</b>	<b>227.39</b>	<b>190.70</b>

## 6 DEFERRED TAX ASSETS/(LIABILITIES) (NET)

Particulars	As at 31st March 2025	As at 31st March 2024
Deferred tax assets	140.57	154.26
Less: Deferred tax liabilities	31.18	37.38
<b>Total</b>	<b>109.39</b>	<b>116.88</b>

### 6.1 Movement in deferred tax liabilities/assets balances

2024-25	Opening balance	Recognized in profit or loss	Recognized in OCI	Closing balance
<b>Deferred tax liabilities/assets in relation to:</b>				
On fiscal allowances on property, plant and equipment, etc.	37.38	(6.20)	-	31.18
<b>Total deferred tax liabilities</b>	<b>37.38</b>	<b>(6.20)</b>	<b>-</b>	<b>31.18</b>
On employees' separation and retirement etc.	0.54	(0.40)	0.03	0.17
On right of use asset and lease liabilities	95.83	(2.17)	-	93.66
On accumulated business loss	23.25	(23.25)	-	-
On financial assets measured at fair value	4.54	(0.30)	-	4.24
On provision for doubtful debts and advances	15.78	9.38	-	25.16
On other assets	1.38	(0.20)	-	1.18
On provision for slow moving inventories	12.94	3.22	-	16.16
<b>Total deferred tax assets</b>	<b>154.26</b>	<b>(13.72)</b>	<b>0.03</b>	<b>140.57</b>
	<b>(116.88)</b>	<b>7.52</b>	<b>(0.03)</b>	<b>(109.39)</b>

2023-24	Opening balance	Recognized in profit or loss	Recognized in OCI	Closing balance
<b>Deferred tax liabilities/assets in relation to:</b>				
On fiscal allowances on property, plant and equipment, etc.	45.93	(8.55)	-	37.38
<b>Total deferred tax liabilities</b>	<b>45.93</b>	<b>(8.55)</b>	<b>-</b>	<b>37.38</b>
On employees' separation and retirement etc.	0.41	(0.28)	0.41	0.54
On right of use asset and lease liabilities	88.63	7.20	-	95.83
On accumulated business loss	59.59	(36.34)	-	23.25
On financial assets measured at fair value	4.53	0.01	-	4.54
On provision for doubtful debts and advances	14.58	1.20	-	15.78
On other assets	1.80	(0.42)	-	1.38
On provision for slow moving inventories	12.36	0.58	-	12.94
<b>Total deferred tax assets</b>	<b>181.91</b>	<b>(28.05)</b>	<b>0.41</b>	<b>154.26</b>
	<b>(135.97)</b>	<b>19.50</b>	<b>(0.41)</b>	<b>(116.88)</b>

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 6.2 Deferred tax (credit)/charge for the year

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Deferred tax charge for the year</b>	<b>7.52</b>	<b>19.50</b>
Less: Deferred tax charge for discontinued operations (Refer Note 34)	15.24	14.18
<b>Deferred tax (credit)/charge for continuing operations</b>	<b>(7.72)</b>	<b>5.32</b>

## 7 CURRENT TAX ASSETS

Particulars	As at 31st March 2025	As at 31st March 2024
Advance Income Tax (Net of Provision ₹ 254.78 millions; 31st March 2024: ₹ 254.78 millions)	31.45	31.45
<b>Total</b>	<b>31.45</b>	<b>31.45</b>

## 8 OTHER NON-CURRENT ASSETS

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Unsecured, Considered Good</b>		
Capital Advances	17.47	18.02
Advances other than capital advances:		
Security deposits	7.59	7.57
Prepaid expenses	56.92	66.28
Other advances	0.08	0.08
Government grant receivable	11.49	11.49
<b>Total</b>	<b>93.55</b>	<b>103.44</b>

## 9 INVENTORIES

Particulars	As at 31st March 2025	As at 31st March 2024
Raw Material (including packing material)*	171.35	168.13
Work-in-progress	61.83	60.90
Finished goods (manufactured)**	563.19	310.09
Stock-in-trade (goods purchased for resale)***	1,372.44	1,397.25
<b>Total</b>	<b>2,168.81</b>	<b>1,936.37</b>

\*Includes goods in transit of ₹ 0.19 millions (Previous Year - ₹ 0.19 millions).

\*\*Includes goods in transit of ₹ 0.18 millions (Previous Year - ₹ 0.77 millions).

\*\*\*Includes goods in transit of ₹ 17.93 millions (Previous Year - ₹ 22.18 millions).

### Notes:

- Cost of inventory recognized as an expense during the year ₹ 3,514.58 millions (Previous Year - ₹ 3,537.02 millions).
- The cost of inventories recognized as an expense in respect of write-downs of inventory to net realisable value included in (i) above - ₹ 5.45 millions (Previous Year - ₹ 1.32 millions).
- Refer Note 3.9 for mode of valuation.

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 10 TRADE RECEIVABLES

Particulars	As at 31st March 2025	As at 31st March 2024
Considered good - Secured	55.95	53.58
Considered good - Unsecured	2,154.77	1,793.44
Considered doubtful	99.94	62.70
	<b>2,310.66</b>	<b>1,909.72</b>
Less : Allowance for doubtful debts	99.94	62.70
<b>Total</b>	<b>2,210.72</b>	<b>1,847.02</b>

### Trade receivables ageing schedule - as at 31st March 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	1,507.69	298.71	38.21	8.48	357.63	2,210.72
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	5.91	52.71	25.47	5.65	8.99	98.73
Disputed Trade receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	1.21	1.21
<b>Total</b>	<b>1,513.60</b>	<b>351.42</b>	<b>63.68</b>	<b>14.13</b>	<b>367.83</b>	<b>2,310.66</b>
Less : Allowance for doubtful debts						99.94
						<b>2,210.72</b>

### Trade receivables ageing schedule - as at 31st March 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	1,315.56	137.86	23.78	4.57	365.25	1,847.02
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	3.51	24.33	15.85	2.48	11.59	57.76
Disputed Trade receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	4.94	4.94
<b>Total</b>	<b>1,319.07</b>	<b>162.19</b>	<b>39.63</b>	<b>7.05</b>	<b>381.78</b>	<b>1,909.72</b>
Less : Allowance for doubtful debts						62.70
						<b>1,847.02</b>

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 11 CASH AND CASH EQUIVALENTS

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Balances with banks</b>		
On Cash Credit Accounts	18.04	0.50
On Current Accounts	0.92	22.56
Cheques, drafts on hand	46.41	21.21
Cash on hand	15.90	11.21
<b>Total</b>	<b>81.26</b>	<b>55.48</b>

## 12 OTHER BANK BALANCES

Particulars	As at 31st March 2025	As at 31st March 2024
Dividend Accounts	0.02	0.02
Fixed Deposits with banks (including interest accrued)*		
- Against guarantees and letter of credit	10.30	18.60
- As security with Sales Tax Authorities	0.23	0.22
- Pledged against credit facilities	39.47	97.55
<b>Total</b>	<b>50.02</b>	<b>116.39</b>

\*Represents deposits with original maturity of more than 3 months and includes deposits with remaining maturity of less than 12 months from the balance sheet date.

## 13 OTHER FINANCIAL ASSETS - CURRENT

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Unsecured, Considered Good</b>		
Assets held for disposal *	58.49	58.49
Interest Receivable	0.73	1.92
Employee Advances	3.04	2.88
Other receivables (Tender deposits, scrap sales etc.)	23.43	22.58
<b>Total</b>	<b>85.69</b>	<b>85.87</b>

\*Represents certain property, plant and equipment which are not in active use.

## 14 OTHER CURRENT ASSETS

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Unsecured, Considered Good</b>		
Advances other than capital advances:		
Advances to related parties	0.48	0.40
Other advances	41.68	28.17
Prepaid expenses	68.05	48.98
Gratuity (Refer Note 40.2)	2.46	3.11
Advance to Government Authorities	176.92	313.93
<b>Total</b>	<b>289.59</b>	<b>394.59</b>

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 15 EQUITY SHARE CAPITAL

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Authorised</b>		
6,00,00,000 (31st March 2024: 6,00,00,000) Equity Shares of ₹ 10/- each	600.00	600.00
<b>Issued , Subscribed and Paid up</b>		
1,83,78,382 (31st March 2024: 1,81,33,998) Equity Shares of ₹ 10/- each	183.78	181.34
<b>Total</b>	<b>183.78</b>	<b>181.34</b>

### 15.1 Reconciliation of the number of Equity shares

Particulars	As at 31st March 2025		As at 31st March 2024	
	Number	Amount	Number	Amount
Balance as at the beginning of the year	1,81,33,998	181.34	1,79,69,614	179.70
Equity shares issued upon conversion of share warrants (Refer Note 15.4)	2,44,384	2.44	1,64,384	1.64
<b>Balance as at the end of the year</b>	<b>1,83,78,382</b>	<b>183.78</b>	<b>1,81,33,998</b>	<b>181.34</b>

### 15.2 a) Details of Shares held by the Holding Company

Particulars	As at 31st March 2025		As at 31st March 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Khadim Development Company Private Limited	92,73,229	50.46	92,73,229	51.14

### b) Details of Shares held by each Shareholder holding more than 5 % of the aggregate shares in the Company

Name of Shareholder	As at 31st March 2025		As at 31st March 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Khadim Development Company Private Limited (Holding Company)	92,73,229	50.46	92,73,229	51.14
Siddhartha Roy Burman	16,29,533	8.87	16,29,533	8.99

**15.3** During the year ended 31st March 2019, the Company had issued 4,417 equity shares of ₹ 10 each on exercise of employee stock options. For details refer Note 42.

**15.4** During the previous year, the Company had issued 4,08,768 fully convertible equity share warrants at ₹ 365 each on a preferential basis to one Promoter and two Non-Promoters. The said warrants were convertible into fully paid-up equity shares of ₹ 10 at a premium of ₹ 355 each. Pursuant to the issue, the promoter had paid ₹ 60.00 millions in full towards 1,64,384 share warrants which were then duly converted into an equivalent number of equity shares. The remaining 2,44,384 share warrants were issued to two non-promoters and were outstanding for conversion as on 31st March 2024. Subsequently, the said warrants were converted during the current financial year and 1,64,384 and 80,000 equity shares were issued on 29th May 2024 and 19th July 2024 respectively.

### 15.5 Rights, Preferences and Restrictions attached to Equity Shares

The Company has one class of Equity Shares having a face value of ₹ 10/- per share. Each shareholder is eligible for one vote per share held. The Dividend proposed by the Board of Directors is subject to the approval of the



# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Shareholders in the Annual General Meeting, except in case of Interim Dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

## 15.6 Disclosure of Shareholding of Promoters

Disclosure of Shareholding of Promoters as at 31<sup>st</sup> March 2025:

Promoter's name	Shares held by promoters				% change during the year
	As at 31st March 2025		As at 31st March 2024		
	No.of shares	% of total shares	No.of shares	% of total shares	
Siddhartha Roy Burman	16,29,533	8.87%	16,29,533	8.99%	-0.12%
Khadim Development Company Private Limited	92,73,229	50.46%	92,73,229	51.14%	-0.68%
<b>Total</b>	<b>1,09,02,762</b>	<b>59.33%</b>	<b>1,09,02,762</b>	<b>60.13%</b>	<b>-0.80%</b>

Disclosure of Shareholding of Promoters as at 31<sup>st</sup> March 2024:

Promoter name	Shares held by promoters				% change during the year
	As at 31st March 2024		As at 31st March 2023		
	No.of shares	% of total shares	No.of shares	% of total shares	
Siddhartha Roy Burman	16,29,533	8.99%	14,65,149	8.15%	0.84%
Khadim Development Company Private Limited	92,73,229	51.14%	92,73,229	51.61%	-0.47%
<b>Total</b>	<b>1,09,02,762</b>	<b>60.13%</b>	<b>1,07,38,378</b>	<b>59.76%</b>	<b>0.37%</b>

## 15.7 Shares reserved for issue under Options

Particulars	As at 31 <sup>st</sup> March 2025	As at 31 <sup>st</sup> March 2024
Equity shares of ₹ 10/- each	20,217	32,164
	<b>20,217</b>	<b>32,164</b>

During the year ended 31<sup>st</sup> March 2018, the Company introduced the Khadim Employee Stock Option Plan (2017) through the resolution passed by the Board of Directors and the same was subsequently approved by the Shareholders.

### Terms and conditions of Options granted

Each option entitles the holder thereof to apply for and be allotted one equity share of ₹ 10 each upon payment of the exercise price during the exercise period. The exercise period commences from the date of vesting of the Options and expires at the end of five years from such date.

The vesting period for conversion of Options is as follows:

On completion of 12 months from the date of grant of the Options - 15% vests

On completion of 24 months from the date of grant of the Options - 15% vests

On completion of 36 months from the date of grant of the Options - 30% vests

On completion of 48 months from the date of grant of the Options - 40% vests

The Options have been granted at the 'market price' as defined under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Further details of 'Khadim Employee Stock Option Plan 2017' are provided in Note 42.

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 16 OTHER EQUITY

Particulars	As at 31st March 2025	As at 31st March 2024
<b>A Reserves and surplus</b>		
<b>i. Capital reserve -Amalgamation Reserve</b>		
Opening balance	231.92	231.92
Add/(less): Movement during the year	-	-
<b>Closing balance</b>	<b>231.92</b>	<b>231.92</b>
This Reserve represents the surplus of net assets over the Equity Shares issued as purchase consideration pursuant to the Scheme of Amalgamation approved by the Hon'ble High Court at Calcutta with effect from 1st October 2004		
<b>ii. Securities premium</b>		
Opening balance	1,280.19	1,221.83
Add: Equity shares issued upon conversion of share warrants (Refer Note 15.4)	86.76	58.36
<b>Closing balance</b>	<b>1,366.95</b>	<b>1,280.19</b>
This Reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.		
<b>iii. Share options outstanding account</b>		
Opening balance	9.96	10.70
Less: Lapse of Share options outstanding	(3.70)	(0.74)
<b>Closing balance</b>	<b>6.26</b>	<b>9.96</b>
This Reserve relates to stock options granted by the Company under Khadim Employee Stock Option Plan 2017. This Reserve is transferred to securities premium or retained earnings on exercise or cancellation of vested options.		
<b>iv. Retained earnings</b>		
Opening balance	670.35	608.06
Add: Profit for the year	50.60	62.78
Add: Other comprehensive loss (net of tax)	(0.10)	(1.23)
Add: Lapse of Share options outstanding	3.70	0.74
<b>Closing balance</b>	<b>724.56</b>	<b>670.35</b>
This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilised in accordance with the provisions of the Companies Act, 2013.		
<b>Total Reserves and Surplus (i+ii+iii+iv)</b>	<b>2,329.69</b>	<b>2,192.42</b>

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	As at 31st March 2025	As at 31st March 2024
<b>B Money received against share warrants</b>		
Opening balance	22.30	-
Add: Proceeds from issue of share warrants on preferential basis (Refer Note 15.4)	66.90	82.30
Less: Equity shares issued upon conversion of share warrants (Refer Note 15.4)	(89.20)	(60.00)
<b>Closing balance</b>	<b>-</b>	<b>22.30</b>
<b>C Items of other comprehensive income</b>		
<b>Exchange differences in translating the financial statements of foreign operations</b>		
Opening balance	0.01	0.01
Add/(less): Movement during the year	0.01	-
<b>Closing balance</b>	<b>0.02</b>	<b>0.01</b>
<b>Total Other Equity (A+B+C)</b>	<b>2,329.71</b>	<b>2,214.73</b>

## 17 BORROWINGS - NON-CURRENT

Particulars	As at 31st March 2025	As at 31st March 2024
<b>SECURED</b>		
<b>Term Loans from Banks</b>		
State Bank of India Term Loan I [Refer Note 1 of 17.2]	-	16.60
State Bank of India Term Loan II [Refer Note 1 of 17.2]	19.08	27.89
Union Bank of India Term Loan [Refer Note 2 of 17.2]	-	17.96
ICICI Bank Term Loan [Refer Note 3 of 17.2]	91.00	-
<b>Total</b>	<b>110.08</b>	<b>62.45</b>

### 17.1 Terms of Repayment

The scheduled maturity of these term loans is mentioned as under:

Name of the Bank	2025-26*	2026-27	2027-28	2028-29	2029-30
State Bank of India Term Loan I	15.91	-	-	-	-
State Bank of India Term Loan II	8.75	8.75	8.75	1.58	-
Union Bank of India Term Loan	20.70	-	-	-	-
ICICI Bank Term Loan	13.55	23.23	23.23	23.23	21.31
<b>Total</b>	<b>58.91</b>	<b>31.98</b>	<b>31.98</b>	<b>24.81</b>	<b>21.31</b>

\*Represents 'Current maturities of long term debt' (refer Note 21 - Borrowings - Current)

### 17.2 Nature of Security of Term Loans from Banks

- Primary security** - Hypothecation charge on inventory, receivables and all other current assets of the Company, both present and future, on second pari-passu basis with other working capital member banks under the consortium.

**Collateral security** - Equitable mortgage of properties at Serampore, Salt Lake, KG Road, Bangalore and Civil Station, Bangalore on second pari-passu basis with other working capital members banks under the consortium, lien on fixed deposit on second pari-passu basis, and equitable mortgage of properties at Kasba and Gariahat

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

**2 Primary security** - Same as State Bank of India Term loan (Refer Note 1 above).

**Collateral security** - Equitable mortgage of properties at Serampore, Salt Lake, KG Road, Bangalore and Civil Station, Bangalore, and lien on fixed deposit on pari-passu basis with other working capital members banks under the consortium, equitable mortgage of properties at Chandannagar, Rashbehari Avenue and Madhyamgram.

**3** First charge on specific immovable and movable property, plant and equipment of the company and personal guarantee of promoter.

## 18 LEASE LIABILITIES

Particulars	As at 31st March 2025			As at 31st March 2024		
	Non-Current	Current	Total	Non-Current	Current	Total
Lease Liabilities	1,577.49	234.03	1,811.52	1,741.69	241.10	1,982.79
<b>Total</b>	<b>1,577.49</b>	<b>234.03</b>	<b>1,811.52</b>	<b>1,741.69</b>	<b>241.10</b>	<b>1,982.79</b>

**18.1** The details of the contractual maturities of lease liabilities as at 31st March 2025 on an undiscounted basis are as follows:

Particulars	As at 31st March 2025
Less than one year	234.03
One to two years	238.78
Two to three years	221.75
Three to four years	232.66
Four to five years	245.02
More than five years	639.28
<b>Total</b>	<b>1,811.52</b>

**18.2 (i)** The Group has recognised expenses of ₹ 62.45 millions (Previous year - ₹ 55.11 millions) in relation to short-term leases and recorded as 'Rent expenses' and 'Commission and Discount expenses' of ₹ 59.36 millions and ₹ 3.09 millions respectively for the year ended 31st March 2025 under 'Other Expenses' in Note 32.

**18.2 (ii)** The Group has recognised expenses of ₹ 2.73 millions (Previous Year - ₹ 3.08 millions) as variable lease payment for commissioned outlets and ₹ Nil (Previous Year - ₹ 0.36 millions) for leased outlet for the year ended 31st March 2025 and recorded as 'Commission and Discount' under Other Expenses in Note 32.

The Group has also recognised expenses of ₹ 4.71 millions (Previous Year - ₹ 4.71 millions) as variable lease payment on account of Solar Power generated for the year ended 31st March 2025 and recorded as 'Power & Fuel' under Other Expenses' in Note 32.

## 19 PROVISIONS - NON-CURRENT

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Other long term benefits</b>		
Leave Encashment	-	0.97
<b>Total</b>	<b>-</b>	<b>0.97</b>

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 20 OTHER NON-CURRENT LIABILITIES

Particulars	As at 31st March 2025	As at 31st March 2024
Deferred Government Grant	4.42	6.07
<b>Total</b>	<b>4.42</b>	<b>6.07</b>

## 21 BORROWINGS - CURRENT

Particulars	As at 31st March 2025	As at 31st March 2024
<b>SECURED</b>		
<b>Loans repayable on demand</b>		
<b>Cash Credit / Working Capital Demand Loans from Banks</b>		
State Bank of India Cash Credit [Refer Note 1 of 21.1]	597.73	585.62
State Bank of India Standby Line of Credit [Refer Note 1 of 21.1]	40.00	40.00
Central Bank of India Cash Credit [Refer Note 2 of 21.1]	69.41	63.64
Union Bank of India Cash Credit [Refer Note 3 of 21.1]	186.47	345.16
ICICI Bank Demand Loan I [Refer Note 4 of 21.1]	78.00	75.00
<b>UNSECURED</b>		
<b>Loans repayable on demand</b>		
From Related parties [Refer Note 21.2]	1.50	0.10
<b>Current maturities of long term debt</b>	<b>58.91</b>	<b>51.09</b>
<b>Total</b>	<b>1,032.02</b>	<b>1,160.61</b>

### 21.1 Nature of Security of Cash Credit and Working Capital Demand Loans from Banks

- Primary security** - Hypothecation charge on inventory, receivables and all other current assets of the Company, both present and future, on pari-passu basis with other working capital member banks under the consortium.

**Collateral security** - Equitable mortgage of properties at Serampore, Salt Lake, KG Road, Bangalore and Civil Station, Bangalore, and lien on fixed deposit on pari-passu basis with other working capital members banks under the consortium, equitable mortgage of property at Kasba and Gariahat, personal guarantee of promoter and corporate guarantee of group company

- Primary security** - Same as State Bank of India Cash Credit (Refer Note 1 above).

**Collateral security** - Equitable mortgage of properties at Serampore, Salt Lake, KG Road, Bangalore and Civil Station, Bangalore, and lien on fixed deposit on pari-passu basis with other working capital members banks under the consortium, equitable mortgage of property at Howrah, lien on fixed deposit, personal guarantee of promoter and corporate guarantee of group company.

- Primary security** - Same as State Bank of India Cash Credit (Refer Note 1 above).

**Collateral security** - Equitable mortgage of properties at Serampore, Salt Lake, KG Road, Bangalore and Civil Station, Bangalore, and lien on fixed deposit on pari-passu basis with other working capital members banks under the consortium, equitable mortgage of properties at Chandannagar, Rashbehari Avenue and Madhyamgram, personal guarantee of promoter and corporate guarantee of group company.



# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

**4 Primary security** - Same as State Bank of India Cash Credit (Refer Note 1 above).

**Collateral security** - Equitable mortgage of properties at Serampore, Salt Lake, KG Road, Bangalore and Civil Station, Bangalore, and lien on fixed deposit on pari-passu basis with other working capital members banks under the consortium, personal guarantee of promoter and corporate guarantee of group company.

**21.2** The group has taken an interest-free unsecured loan of ₹ 1.50 millions (Previous Year: 0.10 millions) from a Director

## 22 TRADE PAYABLES (Refer Note 45)

Trade payables ageing schedule - as at 31st March 2025

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	4.19	-	-	-	4.19
Others	1,934.16	8.98	3.81	18.34	1,965.29
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>1,938.35</b>	<b>8.98</b>	<b>3.81</b>	<b>18.34</b>	<b>1,969.48</b>

Trade payables ageing schedule - as at 31st March 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	2.10	-	-	-	2.10
Others	1,512.06	10.36	6.08	28.17	1,556.67
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>1,514.16</b>	<b>10.36</b>	<b>6.08</b>	<b>28.17</b>	<b>1,558.77</b>

## 23 OTHER FINANCIAL LIABILITIES - CURRENT

Particulars	As at 31st March 2025	As at 31st March 2024
Interest accrued and due on borrowings	0.93	0.45
Unpaid Dividend [Refer Note 23.1]	0.02	0.02
Deposits from customers	108.20	96.50
Other payables:		
Payables on purchase of property, plant and equipment	5.02	7.52
Others [Reimbursement claims, etc.]	0.36	0.29
<b>Total</b>	<b>114.53</b>	<b>104.78</b>

**23.1** There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 24 OTHER CURRENT LIABILITIES

Particulars	As at 31st March 2025	As at 31st March 2024
Advance from customers	12.54	10.92
Advance against sale of Assets held for disposal	2.00	1.00
Statutory remittances (GST, Contribution to Provident and Other Funds, Withholding Tax)	27.60	26.27
Deferred Government Grant	1.69	1.78
Others	2.96	1.57
<b>Total</b>	<b>46.79</b>	<b>41.54</b>

## 25 PROVISIONS - CURRENT

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Other short term benefits</b>		
Leave Encashment	0.64	1.15
<b>Total</b>	<b>0.64</b>	<b>1.15</b>

## 26 CURRENT TAX LIABILITIES

Particulars	As at 31st March 2025	As at 31st March 2024
Provision for Income Tax (Net of advance taxes ₹ 2.80 millions; 31st March 2024: Nil)	8.78	-
<b>Total</b>	<b>8.78</b>	<b>-</b>

## 27 REVENUE FROM OPERATIONS

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Sale of products *	4,136.33	4,220.55
[Refer Note 27.1]		
Other operating revenues [Refer Note 27.2]	44.00	41.97
<b>Total</b>	<b>4,180.33</b>	<b>4,262.52</b>

\* Net of sales returns

### 27.1 Details of sale of products

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Footwear and accessories	4,136.33	4,220.55
<b>Total</b>	<b>4,136.33</b>	<b>4,220.55</b>

### 27.2 Details of other operating revenues

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Sale of ancillaries	41.37	40.90
Scrap sales	2.60	1.07
Export incentives	0.03	-
<b>Total</b>	<b>44.00</b>	<b>41.97</b>

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 28 OTHER INCOME

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Interest income comprises interest from:		
- Deposits with banks - carried at amortised cost	6.91	8.41
- Other financial assets measured at amortised cost	21.21	14.86
- On Income Tax Refunds	-	0.14
Other non-operating income (Rental income, etc.)	75.73	60.24
<b>Total</b>	<b>103.85</b>	<b>83.65</b>

## 29 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK - IN - PROGRESS

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Inventories at the end of the year</b>		
Work - in - progress	61.83	60.90
Finished goods	563.19	310.09
Stock-in-trade	1,372.44	1,397.25
	<b>1,997.46</b>	<b>1,768.24</b>
<b>Inventories at the beginning of the year</b>		
Work - in - progress	60.90	126.50
Finished goods	310.09	270.31
Stock-in-trade	1,397.25	1,265.63
	<b>1,768.24</b>	<b>1,662.44</b>
<b>Total</b>	<b>(229.22)</b>	<b>(105.80)</b>
Less: Related to discontinued operations (Refer Note 34)	116.19	47.36
<b>Changes in inventories of finished goods, stock-in-trade and work-in-progress related to continuing operations</b>	<b>(345.41)</b>	<b>(153.16)</b>

## 30 EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Salaries and wages	549.85	512.43
Contribution to Provident and other funds	21.49	20.94
Staff Welfare Expenses	32.00	33.90
<b>Total</b>	<b>603.34</b>	<b>567.27</b>

## 31 FINANCE COSTS

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Interest expense on financial liabilities measured at amortised cost	110.51	123.56
Interest expense on lease liabilities	138.25	133.53
<b>Total</b>	<b>248.76</b>	<b>257.09</b>

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 32 OTHER EXPENSES

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Consumption of Stores	0.06	0.09
Power and Fuel [Refer Note 18.2 (ii)]	72.67	68.30
Rent [Refer Note 18.2 (i)]	79.13	68.73
Rates and Taxes	14.55	16.63
Bank Charges	45.07	27.06
Insurance	12.54	13.68
Repairs - to Others	110.07	110.98
Travelling and Conveyance Expenses	32.22	30.71
Printing and Stationery	2.87	3.06
Postage, Telephone and other Communication Expenses	11.49	10.81
Advertising, Marketing and Sales Promotion Expenses	155.38	152.39
Freight Charges, Transport and Delivery	134.63	122.76
Professional Fees	44.17	34.80
Commission and Discount [Refer Note 18.2 (i) and (ii)]	229.35	185.99
Legal Expenses	0.25	0.46
Debts/Advances written off	13.15	16.13
Loss on sale/discard of property, plant and equipments - Net	3.48	4.62
Provision for doubtful debts, advances and other assets	35.04	15.29
Security Hire Charges	5.89	5.95
Corporate social responsibility (Refer Note 36)	1.66	-
Miscellaneous Expenses (Refer Note 32.1)	13.64	14.78
<b>Total</b>	<b>1,017.31</b>	<b>903.22</b>

### 32.1 Miscellaneous Expenses include :

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Amount paid /payable to Auditors (excluding tax)		
- Statutory Audit	1.58	1.39
- Tax Audit	0.26	0.26
- Other matters	0.73	0.72
- Out of pocket expenses	-	0.02
<b>Total</b>	<b>2.57</b>	<b>2.39</b>

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 33 CURRENT TAX EXPENSES

### A Amount recognised in profit or loss

#### i. Tax expenses of continuing operations in statement of profit and loss

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Current tax</b>		
Income tax for the year	33.87	33.49
Adjustments/(credits) related to previous years - Net	-	(0.09)
<b>Total Current tax</b>	<b>33.87</b>	<b>33.40</b>
<b>Deferred tax</b>		
Deferred tax for the year	(7.72)	5.32
<b>Total</b>	<b>26.15</b>	<b>38.72</b>

#### ii. Tax expenses of discontinued operations in statement of profit and loss (Refer Note 34)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Current tax	(22.29)	(33.49)
Deferred tax	15.24	14.18
	<b>(7.05)</b>	<b>(19.31)</b>
<b>Total tax expenses</b>	<b>19.10</b>	<b>19.41</b>

### B Amount recognised in other comprehensive income

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
The tax charge arising on income and expenses recognised in other comprehensive income is as follows:		
<b>Deferred tax</b>		
On items that will not be reclassified to profit or loss		
Re-measurement losses on defined benefit plans	0.03	0.41
<b>Total</b>	<b>0.03</b>	<b>0.41</b>

### C Reconciliation of effective tax rate

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Profit before tax from continuing operations	218.77	271.62
Loss before tax from discontinued operations (Refer Note 34)	(149.07)	(189.43)
Applicable tax rate	25.168%	25.168%
Income tax expense on above rate	17.54	20.69
Effect of unused tax loss not recognised as deferred tax assets	0.34	0.09
Expenses not allowable under tax laws	72.11	26.83
Additional expenses allowable under tax laws	(70.89)	(28.12)
	<b>19.10</b>	<b>19.50</b>
Tax adjustment of prior periods	-	(0.09)
Tax as per statement of profit and loss	<b>19.10</b>	<b>19.41</b>

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## Note:

The Group has long term capital losses of ₹ 184.07 millions (31st March 2024 - ₹ 184.07 millions) for which no deferred tax assets have been recognised. These losses are due to expire in the following year:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Assessment year 2026-2027	49.99	49.99
Assessment year 2031-2032	134.08	134.08
<b>Total</b>	<b>184.07</b>	<b>184.07</b>

## 34 Discontinued operations

The Board of Directors of the Group, at its meeting dated 29th September 2023, had approved a Scheme of Arrangement between Khadim India Limited (KIL) and KSR Footwear Limited (KFL) and their respective shareholders and creditors under sections 230 to 232, 66 and other relevant provisions of the Companies Act, 2013. Pursuant to the Scheme, KIL shall demerge its distribution business, as a going concern, into KFL. Post the Scheme becoming effective, the existing paid up equity share capital i.e., ₹ 1,00,000/- divided into 10,000 equity shares of face value ₹ 10/- each of KFL shall stand reduced and cancelled pursuant to section 66 and other applicable provisions of the Companies Act, 2013 and KFL will issue 1 (one) equity share of face value of ₹ 10/- each fully paid up for every 1 (one) equity share of face value ₹ 10/- each fully paid up held by equity shareholders of KIL. KFL will reflect a mirror shareholding as that of KIL and thereafter it will function as an independent listed Company. The Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT), vide Order dated 27 March, 2025, has sanctioned the Scheme of Arrangement. Accordingly the Appointed Date and Effective Date of the Scheme is 1st April 2025 and 1st May 2025 respectively.

Upon the Scheme being sanctioned by the Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT) and in terms of the requirements of Accounting Standards (Ind AS), the operations pertaining to the distribution business have been presented as 'Discontinued Operations'. Consequently, the financial results of the Group for the previous year and for the year ended 31st March, 2025 have been presented accordingly.

**Brief particulars of the Discontinued Operations are given as under:**

### a. Loss from Discontinued Operations for the year:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Income</b>		
Revenue From Operations	2,057.07	1,886.52
Other Income	5.13	6.59
<b>Total Income</b>	<b>2,062.20</b>	<b>1,893.11</b>
<b>Expenses</b>		
Cost of materials consumed	1,299.47	1,243.06
Changes in inventories of finished goods, stock-in-trade and work-in-progress	116.19	47.36
Employee benefits expense	144.48	154.34
Finance costs	51.88	55.93
Depreciation and amortization expense	117.38	127.49
Other expenses	481.87	454.36
<b>Total Expenses</b>	<b>2,211.27</b>	<b>2,082.54</b>
Loss before tax from discontinued operations	(149.07)	(189.43)



# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Tax expense:</b>		
Current tax	(22.29)	(33.49)
Deferred tax	15.24	14.18
	<b>(7.05)</b>	<b>(19.31)</b>
<b>Loss from discontinued operations</b>	<b>(142.02)</b>	<b>(170.12)</b>

**b. Assets and liabilities pertaining to the discontinued operations:**

Particulars	As at 31st March 2025	As at 31st March 2024
<b>ASSETS</b>		
a. Property, Plant and Equipment and Intangible Assets (including Capital work in progress)	354.96	397.31
b. Right of Use Asset	343.38	398.05
c. Inventories	804.22	915.09
d. Trade receivables	460.15	432.83
e. Other assets	75.76	120.68
<b>Total Assets</b>	<b>2,038.47</b>	<b>2,263.96</b>
<b>LIABILITIES</b>		
a. Lease liabilities	412.81	447.53
b. Borrowings	150.00	150.00
c. Trade payables	575.09	494.16
d. Other liabilities	18.53	23.76
<b>Total Liabilities</b>	<b>1,156.43</b>	<b>1,115.45</b>

**c. Cashflows from discontinued operations for the year:**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
a. Net Cash generated from Operating Activities	240.07	231.51
b. Net Cash used in Investing Activities	(20.87)	(18.02)
c. Net Cash used in Financing Activities	(86.59)	(84.41)

**35 Earnings Per Share (EPS) - The numerator and denominator used to calculate Basic and Diluted EPS :**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
i. Profit/(Loss) after Tax attributable to the Equity Shareholders	50.60	62.78
- From continuing operations	192.62	232.90
- From discontinued operations (Refer Note 34)	(142.02)	(170.12)
ii. Weighted average number of equity shares outstanding for the purpose of basic earnings per share	1,83,28,371	1,79,74,118
iii. Weighted average number of equity shares in computing diluted earnings per share	1,83,28,371	1,79,74,495
iv. Earnings per share from continuing operations (Face value ₹ 10/- per share)		

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
- Basic	10.51	12.96
- Diluted	10.51	12.96
v. Earnings per share from discontinued operations (Face value ₹ 10/- per share)		
- Basic	(7.75)	(9.47)
- Diluted	(7.75)	(9.47)
vi. Earnings per share from continuing and discontinued operations (Face value ₹ 10/- per share)		
- Basic	2.76	3.49
- Diluted	2.76	3.49

## 36 Details of Corporate Social Responsibility (CSR) expenditure

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
i. Gross amount required to be spent as per section 135 of the Companies Act, 2013	1.96	-
ii. Amount carried forward from previous years for setting off in the current year	0.41	0.41
iii. Net amount required to be spent during the year	1.55	-
iv. Details of amount spent during the year:		
- Promoting education among children including livelihood enhancement projects	1.40	-
- Eradicating hunger, poverty and malnutrition	0.16	-
- For creating awareness with respect to environmental issues	0.10	-
	<b>1.66</b>	-
v. Excess amount spent during the year carried forward for setting off in future years	0.11	0.41

**37** The Group has identified one business segment namely "Footwear and accessories" which is consistent with internal reporting provided to the Managing Director who is the Chief Operating Decision Maker (CODM) in accordance with Ind AS 108 "Operating Segments".

Disclosure required under Ind AS 108 "Operating Segments" for Companies with single segment are as follows:

### Geographical information

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Revenue from external customers</b>		
<b>From continuing operations</b>		
- Within India	4,180.33	4,262.52
- Outside India	-	-
	<b>4,180.33</b>	<b>4,262.52</b>
<b>From discontinued operations (Refer Note 34)</b>		
- Within India	2,052.87	1,885.69
- Outside India	4.20	0.83
	<b>2,057.07</b>	<b>1,886.52</b>

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

<b>Total</b>	<b>6,237.40</b>	<b>6,149.04</b>
<b>Particulars</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
<b>Non-current assets*</b>		
- Within India	2,388.88	2,571.90
- Outside India	-	-
<b>Total</b>	<b>2,388.88</b>	<b>2,571.90</b>

\* excludes financial assets, deferred tax assets, post-employment benefit assets.

The Group is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

## 38 Contingent Liabilities in respect of (to the extent not provided for) -

<b>Particulars</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
<b>Claims not acknowledged as debts:</b>		
a. Sales Tax Matters under dispute	6.86	12.75
b. Income Tax Matters under dispute	0.44	0.44

The claims disputed by the Group as above relate to issues of applicability and classification and it is not practicable for the Group to estimate the closure of these issues and the consequential timings of cash flows, if any, in respect of the above.

## 39 Commitments (to the extent not provided for)

<b>Particulars</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
Capital Commitment (Net of capital advances - ₹ 0.29 millions; 31st March 2023 - ₹ 0.95 millions)	0.67	3.57

## 40 Employee Benefits

The Group has recognized, in the Consolidated Statement of Profit and Loss for the year ended 31st March 2025 an amount of ₹ 22.88 millions (Previous Year - ₹ 22.67 millions) as expenses under defined contribution plans (Employer's Contribution to Provident and Other Funds) under Note 30.

### 40.1 Defined Benefit Plan

#### Description of Plans

The employees' gratuity fund scheme is managed by Life Insurance Corporation Of India (LIC) as a defined benefit plan. The present value of obligation is determined by actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

#### Risk Management

The Defined Benefit Plans expose the Group to risk of actuarial deficit arising out of investment risk, interest rate risk and salary cost inflation risk.

**Investment Risks:** This may arise from volatility in asset values due to market fluctuations and impairment of assets due to credit losses. These Plans primarily invest in debt instruments such as Government securities and highly rated corporate bonds - the valuation of which is inversely proportional to the interest rate movements.

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

**Interest Rate Risk:** The present value of Defined Benefit Plans liability is determined using the discount rate based on the market yields prevailing at the end of reporting period on Government Bonds. Decrease in yields will increase the fund liabilities and vice-versa.

**Salary Cost Inflation Risk:** The present value of the Defined Benefit Plan liability is calculated with reference to the future salaries of participants under the Plan. Increase in salary due to adverse inflationary pressures might lead to higher liabilities.

**Longevity Risk:** The present value of the Defined Benefit Plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

## 40.2

Particulars	Gratuity (Funded)	
	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>I. Components of Employer Expense</b>		
<b>- recognized in Consolidated Statement of Profit and loss</b>		
a. Current Service cost	4.45	4.34
b. Net Interest cost	(0.35)	(0.52)
<b>c. Total expense recognized in the Consolidated Statement of Profit and Loss</b>	<b>4.10</b>	<b>3.82</b>
- For continuing operations	2.63	2.45
- For discontinued operations	1.47	1.37
<b>- Re-measurements recognized in Other Comprehensive Income</b>		
d. Return on plan assets (excluding amounts included in Net interest cost)	(0.23)	1.01
e. Effect of changes in financial assumptions	2.61	1.08
f. Effect of experience adjustments	(2.25)	(0.45)
<b>g. Total re-measurement loss included in Other Comprehensive Income</b>	<b>0.13</b>	<b>1.64</b>
<b>h. Total defined benefit cost recognized in Consolidated Statement of Profit and Loss and Other Comprehensive Income (c+g)</b>	<b>4.23</b>	<b>5.46</b>
The current service cost and net interest cost for the year pertaining to Gratuity expenses have been recognized in "Contribution to Provident and other funds" under Note 30. The remeasurements of the net defined benefit liability are included in Other Comprehensive Income .		
<b>II. Actual Returns</b>	4.48	3.25
<b>III. Changes in Defined Benefit Obligation (DBO)</b>		
a. Present value of DBO at the beginning of the year	58.80	51.39
b. Current Service Cost	4.45	4.34
c. Interest Cost	3.90	3.75

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	Gratuity (Funded)	
	For the year ended 31st March 2025	For the year ended 31st March 2024
d. Re-measurement gains:		
- Effect of changes in financial assumptions	2.61	1.08
- Effect of experience adjustments	(2.25)	(0.45)
e. Benefits paid	(7.67)	(1.31)
<b>f. Present value of DBO at the end of the year</b>	<b>59.84</b>	<b>58.80</b>
<b>IV. Change in the Fair Value of Plan Assets</b>		
a. Plan Assets at the beginning of the year	61.91	58.22
b. Interest income	4.25	4.27
c. Re-measurement (gains)/losses on plan assets	0.23	(1.01)
d. Actual Company contributions	3.58	1.74
e. Benefits paid	(7.67)	(1.31)
<b>f. Plan Assets at the end of the year</b>	<b>62.30</b>	<b>61.91</b>

Particulars	Gratuity (Funded)	
	As at 31st March 2025	As at 31st March 2024
<b>V. Net Asset recognized in Consolidated Balance Sheet</b>		
a. Present value of Defined Benefit Obligation	59.84	58.80
b. Fair value of Plan Assets	62.30	61.91
c. Funded Status (Surplus)	2.46	3.11
<b>d. Net Asset recognized in Consolidated Balance Sheet</b>	<b>2.46</b>	<b>3.11</b>
- Current	2.46	3.11
- Non-Current	-	-
<b>VI. Best estimate of Employers' expected contribution for the next year</b>	<b>4.66</b>	<b>4.10</b>
<b>VII. Actuarial Assumptions</b>		
a. Discount Rate (%)	6.59%	7.10%
b. Salary Escalation	5.00%	5.00%
c. Mortality	Indian Assured Lives Mortality (2012-14) table ultimate	

The estimates of rate of escalation in salary considered in actuarial valuation take into account inflation, seniority, promotions and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

<b>VIII. Major Category of Plan Assets as a % of the Total Plan Assets</b>		
Gratuity - Funds managed by Insurer (LIC in Group Gratuity Scheme)	100%	100%

In the absence of detailed information regarding plan assets which is funded with Insurance Company, the composition of each major category of plan assets, the percentage or amount for each category to the fair value of plan assets has not been disclosed.

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## IX. Net Asset recognized in Consolidated Balance Sheet (including experience adjustment impact)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Gratuity</b>		
Present value of DBO	59.84	58.80
Fair value of plan assets	62.30	61.91
Funded status [Surplus / (Deficit)]	2.46	3.11
Experience gain / (loss) adjustments on plan liabilities	2.25	0.45
Experience gain / (loss) adjustments on plan assets	0.23	(1.01)

## X. Sensitivity Analysis

The sensitivity analysis below has been determined based on reasonably possible change of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. These sensitivities show the hypothetical impact of a change in each of the listed assumptions in isolation. While each of these sensitivities holds all other assumptions constant, in practice such assumptions rarely change in isolation and the asset value changes may offset the impact to some extent. For presenting the sensitivities, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the Defined Benefit Obligation presented above. There was no change in the methods and assumptions used in the preparation of the Sensitivity Analysis from previous year.

Particulars	Gratuity - DBO as at	
	31st March 2025	31st March 2024
1. Discount rate + 100 basis points	55.32	54.65
2. Discount rate - 100 basis points	64.97	63.75
3. Salary increase rate + 1%	64.84	63.58
4. Salary increase rate - 1%	55.34	54.71

## XI. Maturity analysis of the benefit payments

Particulars	Gratuity	
	31st March 2025	31st March 2024
Year 1	2.25	3.43
Year 2	6.13	1.73
Year 3	3.93	1.37
Year 4	3.01	2.45
Year 5	4.86	3.47
Next 5 years	21.57	19.36



# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## 41 Related Party Disclosure as per requirements of Ind AS 24 on “Related Party Disclosures”

### A) List of Related Parties

Holding Company	Khadim Development Company Private Limited
Key Management Personnel (KMP)	Mr. Siddhartha Roy Burman - Managing Director Mr. Rittick Roy Burman, Wholetime Director Mr. Ritoban Roy Burman, Non-Executive Non-Independent Director Dr. Indranath Chatterjee, Non-Executive Independent Director (upto 28th September 2024) Prof.(Dr.) Surabhi Banerjee, Chairperson, Non-Executive Independent Director Mr. Alok Chauthmal Churiwala, Non-Executive Independent Director Mrs. Upma Mukherjee, Non-Executive Non-Independent Director (w.e.f. from 29th September 2024) Mr. Indrajit Chaudhuri, Group Chief Financial Officer Mr. Abhijit Dan, Group Company Secretary and Head Legal
Enterprises over which KMP and their relatives exercise significant influence	Khadim Enterprises K.M. Khadim & Co. St. Marys' Clinic & Drug Stores Sheila Departmental Stores Private Limited Bee Tee Enterprise Khadim Estate Advisors Private Limited Storyscope Films Private Limited
Relatives of KMP	Mrs. Namita Roy Burman (Mother of Mr. Siddhartha Roy Burman)

### B) Particulars of transactions during the year ended 31st March 2025:

Particulars	Year Ended 31st March 2025		Year Ended 31st March 2024	
<b>I) Holding Company (Refer Note 41.1)</b>				
a) Rent received from Khadim Development Co. Pvt Ltd		0.03		0.03
<b>II) Key Management Personnel (Refer Note 41.2)</b>				
a) Remuneration				
- Mr. Siddhartha Roy Burman (Refer Note 41.1)	34.99		34.67	
- Mr. Rittick Roy Burman	5.95		6.06	
- Mr. Indrajit Chaudhuri	4.95		5.35	
- Mr. Abhijit Dan	2.99	48.88	3.14	49.22
b) Rent paid to Mr. Siddhartha Roy Burman		0.08		0.08
c) Sitting fees				
- Dr. Indranath Chatterjee	0.24		0.65	
- Prof.(Dr.) Surabhi Banerjee	0.61		0.67	
- Mr. Alok Chauthmal Churiwala	0.59		0.65	
- Mrs. Upma Mukherjee	0.32		-	
- Mr. Ritoban Roy Burman	0.12	1.88	0.26	2.23
d) Commission				
- Dr. Indranath Chatterjee	-		0.30	
- Prof.(Dr.) Surabhi Banerjee	0.30		0.30	
- Mr. Alok Chauthmal Churiwala	0.30	0.60	0.30	0.90

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Particulars	Year Ended 31st March 2025		Year Ended 31st March 2024	
e) Unsecured loan from Rittick Roy Burman		1.40		0.10
<b>III) Enterprises over which KMP and their relatives exercise significant influence</b>				
a) Commission paid				
- Khadim Enterprises		0.18		0.20
- Bee Tee Enterprises		0.52		0.54
- Sheila Departmental Stores Pvt Ltd		0.48		0.54
- St. Mary's Clinic & Drug Stores		0.09		0.11
- K M Khadim & Co.		0.60	1.87	0.35
b) Rent received				
- Khadim Estate Advisors Pvt Ltd		0.03		0.03
- Storyscope Films Private Limited		0.03	0.06	0.03
c) Rent paid to Khadim Estate Advisors Pvt Ltd			0.84	0.84
<b>V) Relatives of Key Management Personnel</b>				
Remuneration				
- Mrs. Namita Roy Burman			1.44	1.44

## C) Outstanding Balances

Particulars	As at 31st March 2025		As at 31st March 2024	
<b>I) Holding Company</b>				
- Khadim Development Co Pvt Ltd		0.20		0.17
<b>II) Key Management Personnel</b>				
- Mr. Siddhartha Roy Burman		(1.47)		-
- Mr. Rittick Roy Burman		(2.03)		(0.38)
- Dr. Indranath Chatterjee		-		(0.27)
- Prof.(Dr.) Surabhi Banerjee		(0.28)		(0.27)
- Mr. Alok Chauthmal Churiwala		(0.27)		(0.27)
- Mr. Indrajit Chaudhuri		(0.48)		(0.06)
- Mr. Abhijit Dan		(0.31)		(0.04)
<b>III) Enterprises over which KMP and their relatives exercise significant influence</b>				
- Khadim Enterprises		(0.32)		(0.34)
- Bee Tee Enterprises		(0.65)		(0.49)
- Sheila Departmental Stores Pvt Ltd		(0.34)		(1.07)
- St. Mary's Clinic & Drug Stores		0.07		0.10
- Khadim Estate Advisors Pvt Ltd		0.09		0.05
- Storyscope Films Private Limited		0.12		0.08
- K M Khadim & Co.		(0.41)		(0.08)

Figures in brackets represent credit balances.

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

**41.1** Refer Note 21.1 in respect of guarantees given for loans taken by the Company.

**41.2** Post employment benefits are actuarially determined on overall basis and not included above.

**41.3** Mr.Siddhartha Roy Burman was re-designated from 'Chairman and Managing Director' to 'Managing Director' on 29 September 2024 and then to 'Executive Chairman' on 1st April 2025.

**41.4** Mr.Rittick Roy Burman was re-designated from 'Wholetime Director' to 'Managing Director' on 1st April 2025.

**41.5** Prof.(Dr.) Surabhi Banerjee was re-designated from 'Non-Executive Independent Director' to 'Chairperson, Independent Director' on 29th September 2024 and then to 'Non-Executive Independent Director' on 31st March 2025

**41.6** Mrs.Upma Mukherjee was re-designated from "Non-Executive Non-Independent Director" to "Non-Executive Independent Director" of the Company on 1st April 2025

**41.7** Mr.Indrajit Chaudhuri was re-designated from 'Chief Financial Officer' to Group Chief Financial Officer' on 29th September 2024

**41.8** Mr.Abhijit Dan was re-designated from 'Company Secretary and Head Legal' to 'Group Company Secretary and Head Legal' on 29th September 2024.

## 42 Information in respect of Options granted under the Company's Employee Stock Option Scheme ('Scheme'):

Name of the Scheme	Khadim Employee Stock Option Plan 2017
i. Date of Shareholders' approval	17th June 2017
ii. Total number of Options approved under the Scheme	Options equivalent to 1,86,465 equity shares of ₹ 10/- each
iii. Vesting schedule	The vesting period for conversion of Options is as follows: On completion of 12 months from the date of grant of the Options - 15% vests On completion of 24 months from the date of grant of the Options - 15% vests On completion of 36 months from the date of grant of the Options - 30% vests On completion of 48 months from the date of grant of the Options - 40% vests
iv. Pricing formula	Closing market price on the day prior to the date of grant on stock exchange with highest trading volume
v. Maximum term of Options granted	5 years from the date of vesting
vi. Source of shares	Primary issuance
vii. Variation in terms of Options	None
viii. Method used for accounting of share-based payments plans	The employee compensation cost has been calculated using the fair value method of accounting for Options under the Company's Employee Stock Option Scheme. The employee compensation cost as per fair value method for the financial year 2024-25 is ₹ Nil (Previous Year - ₹ Nil).
ix. Nature and extent of employee share based payment plan that existed during the period including the general terms and conditions of the plan	Each option entitles the holder thereof to apply for and be allotted one equity share of ₹ 10 each upon payment of the exercise price during the exercise period. The exercise period commences from the date of vesting of the Options and expires at the end of five years from such date.

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Name of the Scheme	Khadim Employee Stock Option Plan 2017
x. Weighted average exercise price and the weighted average fair value of options whose exercise price either equals or exceeds or is less than the market price of the stock	Weighted average exercise price per Option - ₹ 320 Weighted average fair value per Option - ₹ 310
xi. Option movements during the year:	
a. Options outstanding at the beginning of the year	32,164
b. Options granted during the year	-
c. Options cancelled and lapsed during the year	11,947
d. Options vested and exercisable during the year (net of Options lapsed and exercised)	-
e. Options exercised during the year	-
f. Number of equity shares of ₹ 10 each arising as a result of exercise of Options during the year	-
g. Options outstanding and exercisable at the end of the year	20,217
h. Money realised by exercise of the Options during the year	-
xii. Weighted average share price of shares arising upon exercise of Options	No options were exercised during the year
xiii. A description of the method used during the year to estimate the fair value of Options, the weighted average exercise price and weighted average fair value of Options granted	The fair value of each Option is estimated using the Black Scholes Option Pricing model Weighted average exercise price per Option - ₹ 320 Weighted average fair value per Option - ₹ 310
The significant assumptions used to ascertain the above	The fair value of each Option is estimated using the Black Scholes Option Pricing model after applying the following key assumptions on a weighted average basis: Risk-free interest rate - 8% Expected life - 6 years Expected volatility - 80% Dividend yield - 0% Fair market value of the underlying share in the market at the time of Option grant - ₹ 400
xiv. Methodology for determination of expected volatility	The volatility used in the Black Scholes Option Pricing model is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time. The period considered for the working is based on the daily volatility of the stock prices on National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE) over a period prior to the date of grant corresponding with the expected life of the options.
xv. Options granted to	No options were granted during the year.

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Name of the Scheme		Khadim Employee Stock Option Plan 2017
a.	Key managerial personnel	Nil
b.	Senior managerial personnel	Nil
c.	Any other employee who received a grant on any one year of Options amounting to 5% or more of the Options granted during the year	Nil
d.	Identified employees who were granted Options, during any one year, equal to or exceeding 1% of the issued capital of the Company at the time of grant.	None

## 43 Financial Instruments and related disclosures

### A Capital Management

The Group aims at maintaining a strong capital base safeguarding business continuity and augments its internal generations with a judicious use of borrowing facilities to meet the requirements of working capital that arise from time to time as well as requirements to finance business growth. The Group is not subject to any externally imposed capital requirements.

### B Categories of Financial Instruments

Particulars	As at 31st March 2025		As at 31st March 2024	
	Carrying value	Fair value	Carrying value	Fair value
<b>I Financial assets</b>				
<b>a. Measured at amortised cost</b>				
Trade receivables	2,210.72	2,210.72	1,847.02	1,847.02
Cash and cash equivalents	81.26	81.26	55.48	55.48
Other bank balances	50.02	50.02	116.39	116.39
Other financial assets	313.08	313.08	276.57	276.57
<b>Total Financial assets</b>	<b>2,655.08</b>	<b>2,655.08</b>	<b>2,295.46</b>	<b>2,295.46</b>
<b>II Financial liabilities</b>				
<b>a. Measured at amortised cost</b>				
Lease liabilities	1,811.52	1,811.52	1,982.79	1,982.79
Borrowings	1,142.10	1,142.10	1,223.06	1,223.06
Trade payables	1,969.48	1,969.48	1,558.77	1,558.77
Other financial liabilities	114.53	114.53	104.78	104.78
<b>Total Financial liabilities</b>	<b>5,037.63</b>	<b>5,037.63</b>	<b>4,869.40</b>	<b>4,869.40</b>

### C Financial risk management objectives

The Group's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Group's financial risk management process seeks to enable the early identification, evaluation and effective management of key risks facing the business. Backed by strong internal control systems, the current risk management framework rests on policies and procedures issued by appropriate authorities; process of regular reviews to set appropriate risk limits and controls; monitoring of such risks and compliance confirmation for the same.

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

## Interest rate risk

As majority of the financial assets and liabilities of the Group are either non-interest bearing or fixed interest bearing instruments, the Group's net exposure to interest risk is negligible.

## Price risk

The Group invests its short term funds primarily in debt mutual fund. Accordingly, these do not pose any significant price risk.

## Liquidity Risk

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities. The Group consistently generated strong cash flows from operations by ensuring timely collections of its trade receivables and this together with the available cash and cash equivalents provides adequate liquidity in short terms as well in the long term.

The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date.

As at 31st March 2025	Carrying value	Less than 1 year	Between 1 to 5 years	Beyond 5 years	Total
Lease liabilities	1,811.52	234.03	938.21	639.28	1,811.52
Borrowings	1,142.10	1,032.02	110.08	-	1,142.10
Trade payables	1,969.48	1,969.48	-	-	1,969.48
Other financial liabilities	114.53	114.53	-	-	114.53
<b>Total</b>	<b>5,037.63</b>	<b>3,350.06</b>	<b>1,048.29</b>	<b>639.28</b>	<b>5,037.63</b>

As at 31st March 2024	Carrying value	Less than 1 year	Between 1 to 5 years	Beyond 5 years	Total
Lease liabilities	1,982.79	241.10	974.07	767.62	1,982.79
Borrowings	1,223.06	1,160.61	62.45	-	1,223.06
Trade payables	1,558.77	1,558.77	-	-	1,558.77
Other financial liabilities	104.78	104.78	-	-	104.78
<b>Total</b>	<b>4,869.40</b>	<b>3,065.26</b>	<b>1,036.52</b>	<b>767.62</b>	<b>4,869.40</b>

## Credit Risk

The Group's customer base is diverse limiting the risk arising out of credit concentration. Further, credit is extended in business interest in accordance with guidelines issued centrally and business-specific credit policies. All overdue customer balances are evaluated taking into account the age of the dues, specific credit circumstances, the track record of the counterparty etc. Loss allowances and impairment are recognized, where considered appropriate by responsible management. The Group has adopted a simplified approach by computing the expected credit loss allowance for trade receivables based on a provision matrix taking into account historical credit loss experience.



# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

The movement of the expected loss provision (allowance for bad and doubtful receivables) made by the Group are as under:

Particulars	Expected Loss Provision	
	As at 31st March 2025	As at 31st March 2024
Opening Balance	62.70	57.93
Add: Provisions made - continuing operations	35.04	15.29
Add: Provisions made - discontinued operations	2.20	-
Less: Provisions reversed - discontinued operations	-	10.52
<b>Closing Balance</b>	<b>99.94</b>	<b>62.70</b>

Of the trade receivables balance at the end of the year, no dues from any one customer exceeded 20 per cent of gross financial assets. The Group does not have significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics.

## Foreign currency Risk

The Group undertakes transactions denominated in foreign currency (mainly US Dollar, Euro and Pound Sterling) which are subject to the risk of exchange rate fluctuations. Financial assets and liabilities denominated in foreign currency are also subject to reinstatement risks.

The carrying amount of foreign currency denominated financial assets and liabilities, are as follows:

Particulars	As at 31st March 2025	As at 31st March 2024
	USD	USD
Financial assets	-	1.86
Financial liabilities	29.74	44.14

The forward exchange contracts that were outstanding on respective reporting dates (not designated under Hedge Accounting):

Particulars	Currency	Cross Currency	Buy
As at 31st March 2025	USD	Rupees	0.35
As at 31st March 2024	USD	Rupees	0.53

The aforesaid contracts have a maturity of less than 1 year from the year end.

## 44 Fair value measurement

### Fair value hierarchy

Fair value of the financial instruments is classified in various hierarchies based on the following three levels:

**Level 1:** Quoted prices (unadjusted) in active market for identical assets or liabilities

**Level 2:** Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e.as prices) or indirectly (i.e. derived from prices)

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximise the use of observable market data and rely as little as

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3:** Inputs for the assets and liabilities that are not based on observable market data (unobservable inputs).

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, current investments, trade payables, other current financial assets and liabilities and short-term borrowings are considered to be equal to the carrying amounts of these items due to their short-term nature and accordingly not included in the below table. Where such items are Non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Group has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year.

**The following table presents the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:**

Particulars	Fair value hierarchy (Level)	Fair value	
		As at 31st March 2025	As at 31st March 2024
<b>I Financial assets</b>			
<b>a. Measured at amortised cost</b>			
Other financial assets - Non-Current	3	227.39	190.70
<b>Total Financial assets</b>		<b>227.39</b>	<b>190.70</b>
<b>II Financial liabilities</b>			
<b>a. Measured at amortised cost</b>			
Borrowings - Non-Current	3	110.08	62.45
<b>Total Financial liabilities</b>		<b>110.08</b>	<b>62.45</b>

## 45 Micro, Small and Medium scale business entities:

Details as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). This information has been determined to the extent such parties have been identified on the basis of information available with the Group

Sl. No.	Particulars	31st March 2025	31st March 2024
1	Principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year.		
	Principal	4.19	2.10
	Interest	Nil	.... *
2	The amount of interest paid by the buyer in terms of section 16, of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
3	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	Nil	Nil

# Notes to Consolidated Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts in Rupees millions, unless otherwise stated)

Sl. No.	Particulars	31st March 2025	31st March 2024
4	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	....*
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act.	Nil	Nil

\* Represents ₹ 3,439/-

- 46** In respect of borrowings from banks on the basis of security of current assets, there are no material discrepancies between the quarterly returns or statements of current assets filed by the Company with banks and the books of account.
- 47** Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements (Part III) to Schedule III to the Companies Act, 2013:

Name of the entity	Net Assets, i.e. total assets - liabilities		Share in Profit/(Loss)		Share in Other Comprehensive Income/(Loss)		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Income	Amount	As % of Consolidated Other Comprehensive Loss	Amount	As % of Consolidated Total Comprehensive Income	Amount
<b>Parent</b>								
Khadim India Limited	100.03%	2,514.44	102.66%	51.95	112.60%	(0.10)	102.64%	51.85
<b>Subsidiaries</b>								
<b>Indian</b>								
KSR Footwear Limited	-0.04%	(1.12)	-2.11%	(1.07)	-	-	-2.11%	(1.07)
<b>Foreign</b>								
Khadim Shoe Bangladesh Limited	0.01%	0.17	-0.55%	(0.28)	-12.60%	0.01	-0.53%	(0.27)
Non-controlling interests in all subsidiaries	-	-	-	-	-	-	-	-
<b>Total</b>	<b>100.00%</b>	<b>2,513.49</b>	<b>100.00%</b>	<b>50.60</b>	<b>100.00%</b>	<b>(0.09)</b>	<b>100.00%</b>	<b>50.51</b>

- 48** The consolidated financial statements were approved for issue by the Board of Directors on 20th May 2025
- 49** Previous year's figures have been regrouped/rearranged wherever necessary to make them comparable with those of current year.

For and on behalf of Board of Directors

**Siddhartha Roy Burman**  
Executive Chairman  
DIN: 00043715

**Rittick Roy Burman**  
Managing Director  
DIN: 08537366

**Abhijit Dan**  
Group Company Secretary & Head - Legal  
Membership No.: ACS 21358

**Indrajit Chaudhuri**  
Group Chief Financial Officer  
Membership No.: FCA 61162

Place: Kolkata  
Date: 20<sup>th</sup> May 2025

# Notice

NOTICE is hereby given that the 44th (Forty-Fourth) Annual General Meeting ('AGM') of the Members of Khadim India Limited ("the Company") will be held on **Friday, September 19, 2025 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, 2025 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rittick Roy Burman (DIN: 08537366), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

3. **Payment of commission to Independent Directors of the Company for the financial year ended March 31, 2025**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149(9), 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Articles of Association of the Company and subject to all other 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 ₹ 3,00,000/- (Rupees Three Lakhs Only) each to the following Independent Directors of the Company for the financial year ended March 31, 2025 in addition to the fees / reimbursement of expenses (if any) for attending the meetings of the Board and its Committees:

1. Prof. (Dr.) Surabhi Banerjee
2. Mr. Alok Chauthmal Churiwala"

4. **Appointment of M/s. BKG & Company, Company Secretaries, as the Secretarial Auditor 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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with the relevant circulars issued by Securities and Exchange Board of India, as amended, and upon due recommendation(s) of the Audit Committee and the Board of Directors of the Company, M/s. BKG & Company, Company Secretaries (Firm's Registration No. S2004WB868500), represented by its Partner, Mr. Binod Kumar Gupta (ACS No. 12965, C. P. No. 3242), having office at 11A, Esplanade East, 1st Floor, Kolkata - 700 069, be and is hereby appointed as the Secretarial Auditor of the Company for a term of 5 (Five) consecutive financial years for the purpose of conducting the Secretarial Audit and submit report thereon for audit period of 5 (Five) consecutive years commencing from FY 2025-26 till FY 2029-30, at such remuneration as set out in the Explanatory Statement annexed hereto."

By Order of the Board of Directors

**Abhijit Dan**

Group Company Secretary & Head – Legal  
Membership No.: A21358

Date: May 20, 2025  
Place: Kolkata

# Notice

## NOTES:

1. The Ministry of Corporate Affairs (MCA), Government of India, vide its General Circular No. 09/2024 dated September 19, 2024, read with other General Circulars issued in this regard (hereinafter collectively referred to as "the MCA Circulars"), has allowed the listed Companies to hold AGM through VC / OAVM.

The Securities and Exchange Board of India (SEBI) also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, read with other Circulars issued in this regard (hereinafter collectively referred to as "the SEBI Circulars") has provided some relaxations to comply with certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Accordingly, in compliance with the provisions of the Companies Act, 2013 (as amended) ('Act'), Listing Regulations, the MCA Circulars and the SEBI Circulars, the 44th AGM of the Company will be held through VC / OAVM i.e., without the physical presence of the Members at a common venue.

2. The relevant Explanatory Statement pursuant to Section 102 of the Act and the 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 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, relating to the business item No. 2 is enclosed herewith and marked as **Annexure-II**.
4. Since the AGM will be held through VC / OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members pursuant to Section 105 of the Act, 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 facility using their login credentials 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. Pursuant to Section 113 of the Act, corporate members are requested to send to the Company at [compliance@khadims.com](mailto:compliance@khadims.com), a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the 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 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 National Securities Depository Limited (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., Friday, September 19, 2025 at 11:30 a.m. Members seeking to inspect such documents can send an e-mail to [compliance@khadims.com](mailto:compliance@khadims.com) mentioning their names, PAN, folio numbers / demat account numbers and contact numbers.

## Notice

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 and Circulars etc. from the Company electronically.
11. Members are requested to quote the ledger folio / DP ID and Client ID in all communication with the Company.
12. Members are requested to:
  - a) intimate to the Secretarial Department / Company's Registrar and Transfer Agent, MUFG Intime India Private Limited (formerly, Link Intime India Private Limited), changes, if any, pertaining to their name, postal address with PIN, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN) details linked with Aadhaar, signature, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. in prescribed Form ISR-1 and other forms (available on the Company's website at <https://www.khadims.com/pages/information-for-holders-of-physical-securities>) in terms of SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 and SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, in case of shares held in physical form; and
  - b) intimate to the respective Depository Participant, changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., in case of shares held in dematerialized form.
13. In accordance with Section 72 of the Act and the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, the facility for making nomination is available for the Members in respect of the shares held by them. Members are requested to submit the said details to MUFG Intime India Private Limited in case the shares are held in physical form and to their respective DP in case the shares are held by them in dematerialized form.
14. **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, preferably from Saturday, September 06, 2025 (10:00 a.m. IST) to Friday, September 12, 2025 (5:00 p.m. IST), at [compliance@khadims.com](mailto:compliance@khadims.com) from their registered e-mail addresses, mentioning their names, folio numbers / demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views / ask questions during the 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 query(ies) to the Company through e-mail at [compliance@khadims.com](mailto:compliance@khadims.com), mentioning his / her name, 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.
15. As per Regulation 12 of the Listing Regulations read with Schedule - I to the said Regulations, it is mandatory for all the Companies to use bank details furnished by the investors for distributing dividends, interests, redemption or repayment amounts to them through National / Regional / Local Electronic Clearing Services (ECS) or Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT), National Automated Clearing House (NACH) wherever ECS / RTGS / NEFT / NACH and bank details are available. In the absence of electronic facility, Companies are required to mandatorily print bank details of the investors on 'payable-at par' warrants, cheques or demand draft for distribution of Dividends or other cash benefits to the investors. In addition to that, if bank details of investors are not available, Companies shall mandatorily print the address of the investor on such payment instruments.



## Notice

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

16. The Company has uploaded the details of unpaid and unclaimed dividend lying with the Company on the website of the Company [www.khadims.com](http://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, pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with relevant circulars and amendments thereto ("IEPF Rules") 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 concerned 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

The Company would send a letter in this regard to the Members concerned, who have not encashed their dividend warrants for the financial year ended March 31, 2018 onwards, to claim the amount of dividend from the Company on or before September 30, 2025.

The Company would also publish a Notice in Newspapers, viz., "Business Standard" (all editions) in English and 'Aajkal' in Bengali advising the Members concerned to claim their unclaimed or unpaid dividend from the Company within the stipulated time period, so as to prevent the concerned shares to be transferred to the Demat Account of the IEPF Authority. The complete list of said Members would be available on the website of the Company at <https://www.khadims.com/pages/unpaid-unclaimed-dividend>.

Members are informed that once the unclaimed or unpaid dividend is transferred to the designated account of IEPF and shares are transferred to the Demat Account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend / shares.

**Members are requested to quote their Folio numbers / DP Id and Client Id in all communication / correspondence with the Company or its RTA.**

17. In compliance with the MCA Circulars and the SEBI Circulars, 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](http://www.khadims.com) and on the websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The Notice will also be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

A letter shall be sent to those shareholders, whose e-mail addresses are not registered as stated above, providing the web-link, including the exact path, where complete details of the Annual Report are available.

Hard copy of the Annual Report shall be sent to those shareholders who request for the same.

## Notice

18. Any member desirous of obtaining hard copy of the said Notice along with the Annual Report for the financial year ended March 31, 2025 may send a request to the Company at [compliance@khadims.com](mailto:compliance@khadims.com), through his / her registered e-mail address, mentioning his / her name, PAN, folio numbers / demat account numbers and contact number.
19. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://www.khadims.com/pages/information-for-holders-of-physical-securities> and on the RTA's website at <https://in.mpms.mufg.com/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

In view of this, members holding shares in physical form, if any, are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA in this regard.

20. **Procedure for attending the AGM through VC / OAVM:**

- a. Members will be able to attend the AGM through VC / OAVM through the NSDL e-voting system.
- b. The facility for the Shareholders to join this Meeting will be available from 30 minutes before the time scheduled for the Meeting and may close not earlier than 30 minutes after the commencement of the Meeting and will be available for 1,000 Members on a first-come first-served basis. This restriction would however not apply to participation of shareholders holding 2% or more shareholding of the Company, promoters, institutional investors, directors, key and senior managerial personnel, auditors, scrutinizer, etc.
- c. The instructions to attend the AGM through VC / OAVM is enclosed herewith and marked as **Annexure-III** and the same shall form part of this Notice.

21. **Voting through electronic means:**

- a. 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, the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and Regulation 44 of the Listing Regulations, the Company is pleased to facilitate its Members to transact business of the AGM of the Company by voting through electronic means. For this, the Company has engaged the services of NSDL having office at 301, 3rd Floor, Naman Chambers, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051, to provide remote e-voting services and e-voting facility during the AGM, who are holding the shares as on the cut-off date.
- b. **The remote e-voting period commences at 9:00 a.m. IST on Tuesday, September 16, 2025 and ends at 5:00 p.m. IST on Thursday, September 18, 2025.** During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the **cut-off date i.e., Friday, September 12, 2025** 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.
- c. 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.

## Notice

- d. 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 (FCS - F4848, CP No. 3238) of M/s. A.K. Labh & Co., Company Secretaries, Kolkata, 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 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, not later than 3 (Three) days of conclusion of the AGM or within 2 (Two) working days of conclusion of the AGM, whichever is earlier. The Scrutinizer thereafter shall submit the said Report to the Chairman or a person authorized by him in writing who shall countersign the same and declare within the stipulated time, 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](http://www.khadims.com) and on the website of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared by the Chairman or a person authorised by him in writing. The same shall be communicated by the Company to the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited.

## Notice

### Annexure-I

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

##### Item No. 3

The Independent Directors contribute significantly to the growth of the Company by bringing professional expertise and enrich the Company with their knowledge, skills, independent perspective, strategies and experience. Their valuable guidance goes a long way towards the smooth functioning of the Board.

With the competitive business environment and enhanced corporate governance requirements, increased responsibilities and duties of the Directors under the Companies Act, 2013 ('Act') and the various SEBI Regulations, the role of the Board, particularly the Independent Directors, have become more arduous, requiring enhanced level of decision-making ability, greater time commitments and focus.

In view of the above and the service provided by Prof. (Dr.) Surabhi Banerjee and Mr. Alok Chauthmal Churiwala Independent Directors during the year under review, the Board of Directors of the Company at its meeting held on May 20, 2025 has approved the payment of commission of ₹ 3,00,000/- (Rupees Three Lakhs Only) to each of the said Independent Directors of the Company for the financial year ended March 31, 2025 in addition to the fees for attending the meetings of the Board and its Committees, subject to the approval of the Members.

The amount of commission is determined by the Board of Directors as per Remuneration policy of the Company.

In the opinion of the Board of Directors, the commission proposed to be paid to said Independent Directors is reasonable and justify the expertise, skill, knowledge, experience, guidance and time devoted by Independent Directors for the business affairs of the Company. The Board of Directors recommend passing of this resolution as set out in Item No. 3 of this Notice.

Prof. (Dr.) Surabhi Banerjee and Mr. Alok Chauthmal Churiwala, being Independent Directors and eligible for such commission, may be considered as concerned or interested in this matter. No other Director, Key Managerial Personnel of the Company or their relatives are concerned or interested (financially or otherwise).

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

##### Item No. 4

The Board at its meeting held on May 20, 2025, based on recommendation of the Audit Committee, has approved the appointment of M/s. BKG & Company, Company Secretaries (Firm's Registration No. S2004WB868500), a peer reviewed firm as Secretarial Auditors of the Company for audit period of 5 (Five) consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. BKG & Company, Company Secretaries, have confirmed that their eligibility and independence for the same. They have further confirmed that their appointment, if made, would be within the limits laid down by or under the authority of the Act. They have also confirmed that they are not disqualified for the proposed appointment under the Act, the SEBI Listing Regulations (as amended), the Company Secretaries Act, 1980 (as amended) and the rules and regulations made thereunder.

The details required to be disclosed under Regulation 36(5) of the Listing Regulations (as amended) are as under:

- A. Proposed fees payable to the Secretarial Auditor(s):** The proposed fees in connection with the secretarial audit shall be ₹ 35,000/- (Rupees Thirty Five Thousand Only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually determined between the Company and the Secretarial Auditors.

# Notice

The fees for services in the nature of certifications and other professional work will be in addition to the Secretarial Audit fee as above. M/s. BKG & Company, Company Secretaries, shall not render any services that are prohibited under the applicable law or as prescribed by ICSI from time to time.

- B. Terms of appointment:** For a term of 5 (Five) consecutive financial years for the purpose of conducting the Secretarial Audit and submit report thereon for audit period of five consecutive years commencing from FY 2025-26 till FY 2029-30.
- C. In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** Not Applicable.
- D. Basis of recommendation for appointment:** The Board and the Audit Committee, at their respective meetings held on May 20, 2025 after evaluating and considering various parameters like industry experience including experience in listed companies, competency of the audit team, efficiency in conduct of audit, independence, technical knowledge, etc. have approved and recommended the appointment of M/s. BKG & Company, Company Secretaries, as Secretarial Auditors of the Company.
- E. Credentials of the Secretarial Auditor(s) proposed to be appointed:** Based at Kolkata, M/s. BKG & Company was established in the year 2004. It is a leading company secretary firm rendering comprehensive professional services which include compliance, management consultancy, tax consultancy, legal advisory, manpower management, secretarial services etc.

BKG & Company is a professionally managed firm. The team consists of distinguished company secretaries, corporate financial advisors and tax consultants. The firm represents a combination of specialized skills, which are geared to offer sound financial advice and personalized proactive services. Those associated with the firm have regular interaction with the industry and other professionals which enables the firm to keep pace with contemporary developments and to meet the needs of its clients.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

None of the directors or their relatives are concerned or interested financially or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors

**Abhijit Dan**

Group Company Secretary & Head – Legal  
Membership No.: A21358

Date: May 20, 2025  
Place: Kolkata

## Notice

### Annexure-II

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

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

Sl. No.	Particulars	Item No. 2
1.	<b>Name of the Director</b>	<b>Mr. Rittick Roy Burman</b>
2.	DIN	08537366
3.	Date of Birth	June 04, 1992
4.	Age	32 Years
5.	Nationality	Indian
6.	Qualifications	Bachelor's Degree in Commerce from the University of Calcutta and Management Graduate from University of California, Berkeley.
7.	Profile, experience and expertise in specific functional areas	<p>Mr. Rittick Roy Burman is a member of Promoter Group of the Company.</p> <p>He has been appointed as a Managing Director with effect from April 2025.</p> <p>Prior to his appointment as a Managing Director, he served the Company as a Whole-time Director.</p> <p>His diverse experience across different departments has provided him with a comprehensive understanding of the business.</p>
8.	Date of first appointment on the Board	November 08, 2019
9.	Shareholding in the Company (including shareholding as a beneficial owner)	Mr. Rittick Roy Burman holds 4,745 equity shares (0.03 %) of the Company in individual capacity.
10.	Relationship with other Directors, Manager or with KMPs	Son of Mr. Siddhartha Roy Burman, Executive Chairman and brother of Mr. Ritoban Roy Burman, Non - Executive Non - Independent Director.
11.	Number of meetings attended during the financial year 2024-25	<p>Number of Meetings held: 6</p> <p>Number of Meetings attended: 6</p>
12.	List of outside Directorships held in other Public Companies (excluding foreign Companies and Companies under Section 8 of the Companies Act, 2013)	KSR Footwear Limited
13.	The Listed entity from which Director has resigned in last three years	None
14.	Chairman / member of the Committees of Board of Directors of other companies in which he is a Director*	He is a member of Stakeholders Relationship Committee of KSR Footwear Limited
15.	Terms and conditions of Appointment or Re-appointment	Mr. Rittick Roy Burman who was re-designated and appointed as "Managing Director", also a "Whole-Time Key Managerial Personnel") of the Company for a fresh term of 3 (Three) consecutive years commencing from April 01, 2025, is liable to retire by rotation.



# Notice

Sl. No.	Particulars	Item No. 2
16.	Remuneration proposed to be paid	Mr. Rittick Roy Burman is entitled to Remuneration as per terms as set out in the Agreement dated April 01, 2025.
17.	Remuneration last drawn by such person, if applicable (As per last audited balance sheet dated March 31, 2025)	₹ 5.95 million
18.	Skills & capabilities required for the role and the manner in which the proposed person meets such requirement	Operations, Management, Sales and Marketing

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

In addition to the above, other requisite details required relating to re-appointment of aforesaid Director have already been provided elsewhere in the Board's Report.

## Notice

### Annexure-III

#### A. INSTRUCTIONS TO ATTEND THE AGM THROUGH VC / OAVM:

1. Members will be able to attend the 44th AGM through VC / OAVM through the NSDL e-Voting system. Members may access to the same by following the instructions mentioned in Annexure-IV to this Notice. After successful login, you can see link of "VC / OAVM link" appearing under "Join Meeting" menu against the Company name. You are requested to click on VC / OAVM link placed under "Join Meeting" menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call 022 4886 7000.
3. Members under the category of Institutional Investors are encouraged to attend the AGM and also vote through remote e-Voting or e-Voting during the AGM.
4. Members are encouraged to join the Meeting through Laptops for better experience.
5. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants connecting from Mobile Devices or through laptops / desktops / tablets connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video / camera along with good internet speed.

# Notice

## 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: Access to NSDL e-Voting system

Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system

Details on Step 1 is mentioned below:





#### a. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by the Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. <b>OTP based Login:</b></p> <p>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id / mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. <b>Users registered for NSDL IDeAS facility:</b></p> <p>Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>3. <b>Users not registered for NSDL IDeAS facility:</b></p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>

## Notice

Type of shareholders	Login Method
	<p>4. <b>e-Voting website of NSDL</b></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>5. <b>e-Voting mobile application of NSDL</b></p> <p>Shareholders / Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;">  <span style="margin: 0 10px;">App Store</span>  <span style="margin: 0 10px;">Google Play</span> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. <b>Existing users who have opted for Easi / Easiest</b></p> <p>Users who have opted for Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers website directly. The menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote.</p> <p>3. <b>Users not registered for Easi / Easiest</b></p> <p>If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p>

# Notice

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 21 09911.

- b. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

## Notice

### 4. Your User ID details are given below:

Sl. No.	Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a)	For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b)	For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c)	For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 123456 then user ID is 123456001***.

### 5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - If your email ID is not registered, please follow steps mentioned under **"Instructions for Members whose e-mail ids are not registered / updated"**.

### 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

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



# Notice

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Details on Step 2 is mentioned below:**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the “EVEN” of all the companies in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of the Company to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC / OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.

## **B. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE 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 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 before the AGM will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

## **C. GENERAL GUIDELINES FOR SHAREHOLDERS:**

1. Institutional shareholders (i.e., other than individuals, HUFs, NRIs etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / Authority Letter etc. with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e., other than individuals, HUFs, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “e-Voting” tab in their login. Please note that in case of Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.), furnishing of the Board Resolution / Authority Letter or Power of Attorney, in any mode as mentioned hereinabove is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.

## Notice

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details / Password?"** or **"Physical User Reset Password?"** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, Members may refer the "Frequently Asked Questions (FAQs) for Shareholders" and "e-voting user manual for Shareholders" available under the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).
4. The voting rights of the Member shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, September 12, 2025.
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., Friday, September 12, 2025 only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through electronic means. A person who is not a Member as on the cut-off date, i.e., Friday, September 12, 2025 should treat this Notice for information purpose only.
6. Any person holding shares in physical form or non-individual shareholders, who acquires shares of the Company and become a Member of the Company after despatch of the Notice of the AGM and holding shares as on the cut-off date i.e., Friday, September 12, 2025 may obtain the login User Id and password / PIN by sending a request to NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) / RTA at [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com). However, if you are already registered with NSDL for remote e-Voting then you can use your existing User ID and password / PIN for casting your vote. If you forgot your password, you can reset your password by using **"Forgot User Details / Password"** or **"Physical User Reset Password"** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 4886 7000.

In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Friday, September 12, 2025 may follow steps mentioned above under Step 1: "Access to NSDL e-Voting system".

7. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Physical Holding	Send a request to the Company at <a href="mailto:compliance@khadims.com">compliance@khadims.com</a> or to the Company's RTA at <a href="mailto:rnt.helpdesk@in.mpms.mufig.com">rnt.helpdesk@in.mpms.mufig.com</a> by providing Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAAR (self-attested scanned copy) for registering / updating the e-mail address.
Demat Holding	Please contact your Depository Participant (DP) and register / update your e-mail address as per the process advised by your DP. The DP ID - Client ID (16 Digit DP ID + Client ID or 16 Digit Beneficiary ID), Name of the shareholder, client master or copy of consolidated account statement, PAN (self-attested scanned copy), AADHAAR (self-attested scanned copy) shall be required for the aforesaid purpose.

Alternatively, Shareholder / Member may send an e-mail request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for obtaining **User Id and Password** by providing the above-mentioned documents.



## **KHADIM INDIA LIMITED**

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