

Gist of proceedings of the 37th Annual General Meeting of NB Footwear Limited

A. Date Time and Venue of the meeting:

Date : Tuesday, September 30, 2025

Time : Meeting Commenced at 11:00 a.m. and concluded at 11:12 a.m.

Venue: Meeting was held through Video Conferencing, deemed venue being the Registered Office of the Company.

B. Directors, Members and other persons present at the meeting:

Following Directors, panellist and members were present at the meeting through video conferencing:

- Ms. Girija Krishnamurthi, Independent Director, Chairperson of Board and Audit Committee,
- Mr. S Krishnan, CFO and Company Secretary.
- Mrs. Amita Saxena, Company Secretary in Practice, Scrutinizer for e-Voting
- 20 Members attended the meeting through video conferencing.

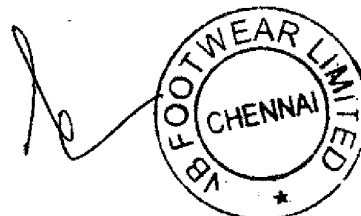
Attendance of members in person/ through proxy was not applicable.

C. Proceedings in brief:

- Ms. Girija Krishnamurthi, Chairperson chaired the meeting.
- Requisite quorum being present, Chairperson continued with the meeting.
- Mr. S Krishnan, CFO and Company Secretary moderated the meeting and briefed about the resolution placed before the shareholders and arrangements made by the Company with CDSL for remote e-voting and process and e-voting at AGM.
- Ms. Girija Krishnamurthi, Chairperson, briefed about the working of the Company.
- Ms. Girija Krishnamurthi, Chairperson thanked the participants for attending the 37th Annual General Meeting of NB Footwear Limited.

D. Business transacted at the meeting:

Following businesses were placed before the members for their consideration:



➤ **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Rajesh Chandrakant Vetrekar(DIN 10883872), who retires by rotation and being eligible, offers himself for re-appointment

➤ **SPECIAL BUSINESS:**

3. To appoint Ms. Girija Krishnamurthi (DIN 10914171), as Director in the category of Independent Director for five years wef July 02, 2025. - **Proposed to be passed by Special Resolution**
4. To appoint Mr. Manoranjan Kumar (DIN 10438687), as Director in the category of Independent Director for five years wef August 30, 2025 - **Proposed to be passed by Special Resolution**
5. To appoint Mr. Ankit Kumar (DIN 07725216), as Director of the Company- **Proposed to be passed by Ordinary Resolution**
6. To appoint Mr. Ankit Kumar (DIN 07725216), as Executive Director for five years wef August 30, 2025 **Proposed to be passed by Ordinary Resolution**
7. To Shift the Registered Office of the Company from the State of Tamil Nadu to the State of Uttar Pradesh and consequent to that to alter the Clause II of Memorandum of Association of the Company- **Proposed to be passed by Special Resolution**
8. To Consider to appoint Mrs. Amita Saxena, Company Secretary in Practice (FCS 3964, COP 3438) as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025- 26 - **Proposed to be passed by Ordinary Resolution**

E. Conclusion of meeting:

The e-Voting facility provided at AGM remained available for 15 minutes after conclusion of AGM, after that CDSL disabled the same

