

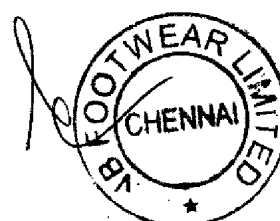
Date of AGM	September 30, 2025
Total number of shareholders on the cut-off date	2295
No of shareholders present in the meeting either in person or through proxy Promoters and Promoter Group Public	NIL
Number of shareholders attended meeting through video conferencing Promoters and Promoter Group Public	0 20

Agenda-wise disclosure:

The Mode of voting for all resolutions was remote e-voting and e-voting at AGM

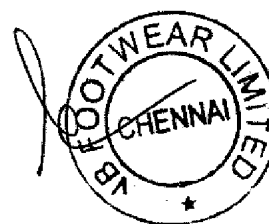
Agenda 1: Approval and adoption of audited accounts for financial year ended March 31, 2025								
Resolution required (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution							No	
Category	Mode of voting	Number of shares held	No of vote polled	% of vote polled	No of vote in favour	No of vote against	% of vote in favour	% of vote against
		1	2	3	4	5	6	7
promoter/ promoter group	E-Voting	5000000	5000000	100	5000000	0	100	0
	Poll				0	0	0	0
	Total		5000000	100	5000000	0	100	
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0		0
	Total		0	0	0	0	0	0
Public Non- Institution	E-Voting	8500000	319051	3.75	298051	21000	93.42	6.58
	Poll		0	0	0	0	0	0
	Total		319051	3.75	298051	21000	93.42	6.58
TOTAL		13500000	5319051	39.40	5298051	21000	99.61	0.39

Agenda 2: To appoint a director in place of Mr. Rajesh Chandrakant Veturekar(DIN 10883872), who retires by rotation and being eligible, offers himself for re-appointment								
Resolution required (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution							No	
Category	Mode of voting	Number of shares held	No of vote polled	% of vote polled	No of vote in favour	No of vote against	% of vote in favour	% of vote against
		1	2	3	4	5	6	7
promoter/ promoter group	E-Voting	5000000	5000000	100	5000000	0	100	0
	Poll				0	0	0	0
	Total		5000000	100	5000000	0	100	
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0		0
	Total		0	0	0	0	0	0
Public Non- Institution	E-Voting	8500000	319051	3.75	297751	21300	93.32	6.68
	Poll		0	0	0	0	0	0
	Total		319051	3.75	297751	21300	93.32	6.68
TOTAL		13500000	5319051	39.40	5297751	21300	99.60	0.40



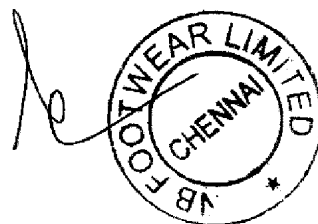
Agenda 3: To appoint Ms. Girija Krishnamurthi (DIN 10914171), as Director in the category of Independent Director for five years wef July 02, 2025								
Resolution required (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/resolution							No	
Category	Mode of voting	Number of shares held	No of vote polled	% of vote polled	No of vote in favour	No of vote against	% of vote in favour	% of vote against
		1	2	3	4	5	6	7
promoter/ promoter group	E-Voting	5000000	5000000	100	5000000	0	100	0
	Poll				0	0	0	0
	Total		5000000	100	5000000	0	100	
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0		0
	Total		0	0	0	0	0	0
Public Non- Institution	E-Voting	8500000	319051	3.75	297751	21300	93.32	6.68
	Poll		0	0	0	0	0	0
	Total		319051	3.75	297751	21300	93.32	6.68
TOTAL		13500000	5319051	39.40	5297751	21300	99.60	0.40

Agenda 4: To appoint Mr. Manoranjan Kumar (DIN 10438687), as Director in the category of Independent Director for five years wef August 30, 2025								
Resolution required (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/resolution							No	
Category	Mode of voting	Number of shares held	No of vote polled	% of vote polled	No of vote in favour	No of vote against	% of vote in favour	% of vote against
		1	2	3	4	5	6	7
promoter/ promoter group	E-Voting	5000000	5000000	100	5000000	0	100	0
	Poll				0	0	0	0
	Total		5000000	100	5000000	0	100	
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0		0
	Total		0	0	0	0	0	0
Public Non- Institution	E-Voting	8500000	319051	3.75	297751	21300	93.32	6.68
	Poll		0	0	0	0	0	0
	Total		319051	3.75	297751	21300	93.32	6.68
TOTAL		13500000	5319051	39.40	5297751	21300	99.60	0.40



Agenda 5: To appoint Mr. Ankit Kumar (DIN 07725216), as Director of the Company								
Resolution required (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution							No	
Category	Mode of voting	Number of shares held	No of vote polled	% of vote polled	No of vote in favour	No of vote against	% of vote in favour	% of vote against
		1	2	3	4	5	6	7
promoter/ promoter group	E-Voting	5000000	5000000	100	5000000	0	100	0
	Poll				0	0	0	0
	Total		5000000	100	5000000	0	100	
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0		0
	Total		0	0	0	0	0	0
Public Non- Institution	E-Voting	8500000	319051	3.75	297751	21300	93.32	6.68
	Poll		0	0	0	0	0	0
	Total		319051	3.75	297751	21300	93.32	6.68
TOTAL		13500000	5319051	39.40	5297751	21300	99.60	0.40

Agenda 6: To appoint Mr. Ankit Kumar (DIN 07725216), as Executive Director for five years wef August 30, 2025.								
Resolution required (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution							No	
Category	Mode of voting	Number of shares held	No of vote polled	% of vote polled	No of vote in favour	No of vote against	% of vote in favour	% of vote against
		1	2	3	4	5	6	7
promoter/ promoter group	E-Voting	5000000	5000000	100	5000000	0	100	0
	Poll				0	0	0	0
	Total		5000000	100	5000000	0	100	
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0		0
	Total		0	0	0	0	0	0
Public Non- Institution	E-Voting	8500000	319051	3.75	297751	21300	93.32	6.68
	Poll		0	0	0	0	0	0
	Total		319051	3.75	297751	21300	93.32	6.68
TOTAL		13500000	5319051	39.40	5297751	21300	99.60	0.40



Agenda 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								
Resolution required (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/resolution							No	
Category	Mode of voting	Number of shares held	No of vote polled	% of vote polled	No of vote in favour	No of vote against	% of vote in favour	% of vote against
		1	2	3	4	5	6	7
promoter/ promoter group	E-Voting	5000000	5000000	100	5000000	0	100	0
	Poll				0	0	0	0
	Total		5000000	100	5000000	0	100	
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0		0
	Total		0	0	0	0	0	0
Public Non-Institution	E-Voting	8500000	319051	3.75	298051	21000	93.42	6.58
	Poll		0	0	0	0	0	0
	Total		319051	3.75	298051	21000	93.42	6.58
TOTAL		13500000	5319051	39.40	5298051	21000	99.61	0.39

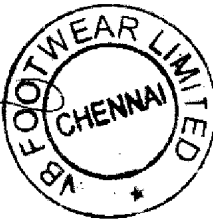
Agenda 8: To Consider to appoint Mrs. Amita Saxena, Company Secretary in Practice (FCS 3964, COP 3438) as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025- 26								
Resolution required (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution							No	
Category	Mode of voting	Number of shares held	No of vote polled	% of vote polled	No of vote in favour	No of vote against	% of vote in favour	% of vote against
		1	2	3	4	5	6	7
promoter/ promoter group	E-Voting	5000000	5000000	100	5000000	0	100	0
	Poll				0	0	0	0
	Total		5000000	100	5000000	0	100	
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0		0
	Total		0	0	0	0	0	0
Public Non-Institution	E-Voting	8500000	319051	3.75	297751	21300	93.32	6.68
	Poll		0	0	0	0	0	0
	Total		319051	3.75	297751	21300	93.32	6.68
TOTAL		13500000	5319051	39.40	5297751	21300	99.60	0.40

All the resolutions were passed unanimously.

Copy of report of scrutinizer on remote e-voting and e-voting at AGM is also attached herewith.

Yours faithfully,
For NB Footwear Limited

(S Krishnan)
Company Secretary
ACS : 6778





AMITA SAXENA

M.Sc., ACMA, FCS

Company Secretary in Practice

304, GANATRA ESTATE, POKHRAN ROAD NO.1, KHOPAT, THANE (WEST) - 400601
(O) 022-49790841 (M) -9821319306, Email: amitavijay1994@yahoo.co.in

**SCRUTINIZER'S REPORT ON REMOTE E-VOTING & E-VOTING AT 37TH AGM
OF THE COMPANY**

Board of Directors,
NB Footwear Limited
Old No.42, New No.62, 53rd Street,
Ashok Nagar, Chennai 600083

Sub.: Report on Passing of Resolution through remote e-Voting and e-Voting at 37th Annual General Meeting (AGM) of M/s NB Footwear Limited (the Company) held on Tuesday, September 30, 2025 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) at 11.00 am.

Dear Sir/Madam,

Thanks for giving us an opportunity and our appointment by the Board of Directors of the Company at its Meeting held on August 13, 2025 as Scrutinizer for conducting the remote e-Voting process held from Saturday, September 27, 2025 (9.00 a.m.) to Monday, September 29, 2025 (5.00 p.m.) as well as for e-Voting at the 37th AGM of the Company held on Tuesday, September 30, 2025 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) at 11.00 am pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards and MCA and SEBI Circulars issued in this regard.

The Company has made arrangement with CDSL for extending the facility of remote e-Voting to the Members as well as conducting of 37th AGM through VC/OAVM.

During remote voting period 28 shareholders casted their vote. At the meeting 20 members were present through Video Conferencing, however none of them, who has not casted vote through remote e-voting, voted at the time of conduct of AGM. The e-Voting results were unblocked by me on Tuesday, September 30, 2025, after conclusion of AGM.

My report on the result of the remote E-voting together with E-voting at 37th AGM on each item of business agenda of AGM Notice is as under:



AMITASAXENA

M.Sc., ACMA, FCS

Company Secretary in Practice

304, GANATRA ESTATE, POKHRAN ROAD NO.1, KHOPAT, THANE (WEST) – 400601

(O) 022-49790841 (M) -9821319306, Email: amitavijay1994@yahoo.co.in

Agenda number and business transacted as per Notice	Voting Process	No of person voted	Vote casted For		Vote casted against	
			No of person	No of Vote	No of person	No of Vote
Item 1: (Ordinary Resolution) 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	E-voting					
	Promoter	2	2	5000000	0	0
	Public-Institutional	0	0	0	0	0
	Public –Non Institutional	26	24	298051	2	21000
	Total	28	26	5298051	2	21000

Agenda number and business transacted as per Notice	Voting Process	No of person voted	Vote casted For		Vote casted against	
			No of person	No of Vote	No of person	No of Vote
Item 2: (Ordinary Resolution) 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	E-voting					
	Promoter	2	2	5000000	0	0
	Public-Institutional	0	0	0	0	0
	Public –Non Institutional	26	23	297751	3	21300
	Total	28	25	5297751	3	21300

Agenda number and business transacted as per Notice	Voting Process	No of person voted	Vote casted For		Vote casted against	
			No of person	No of Vote	No of person	No of Vote
Item 3: (Special Resolution) To appoint Ms. Girija Krishnamurthi (DIN 10914171), as Director in the category of Independent Director for five years wef July 02, 2025.	E-voting					
	Promoter	2	2	5000000	0	0
	Public-Institutional	0	0	0	0	0
	Public – Non Institutional	26	23	297751	3	21300
	Total	28	25	5297751	3	21300



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Agenda number and business transacted as per Notice	Voting Process	No of person voted	Vote casted For		Vote casted against	
			No of person	No of Vote	No of person	No of Vote
Item 4: (Special Resolution) To appoint Mr. Manoranjan Kumar (DIN 10438687), as Director in the category of Independent Director for five years wef August 30, 2025.	E-voting					
	Promoter	2	2	5000000	0	0
	Public-Institutional	0	0	0	0	0
	Public – Non Institutional	26	23	297751	3	21300
	Total	28	25	5297751	3	21300

Agenda number and business transacted as per Notice	Voting Process	No of person voted	Vote casted For		Vote casted against	
			No of person	No of Vote	No of person	No of Vote
Item 5: (Ordinary Resolution) To appoint Mr. Ankit Kumar (DIN 07725216), as Director of the Company.	E-voting					
	Promoter	2	2	5000000	0	0
	Public-Institutional	0	0	0	0	0
	Public – Non Institutional	26	23	297751	3	21300
	Total	28	25	5297751	3	21300

Agenda number and business transacted as per Notice	Voting Process	No of person voted	Vote casted For		Vote casted against	
			No of person	No of Vote	No of person	No of Vote
Item 6: (Ordinary Resolution) To appoint Mr. Ankit Kumar (DIN 07725216), as Executive Director for five years wef August 30, 2025.	E-voting					
	Promoter	2	2	5000000	0	0
	Public-Institutional	0	0	0	0	0
	Public – Non Institutional	26	23	297751	3	21300
	Total	28	25	5297751	3	21300



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Agenda number and business transacted as per Notice	Voting Process	No of person voted	Vote casted For		Vote casted against	
			No of person	No of Vote	No of person	No of Vote
Item 7: (Special Resolution) 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.	E-voting					
	Promoter	2	2	5000000	0	0
	Public- Institutional	0	0	0	0	0
	Public – Non Institutional	26	24	298051	2	21000
	Total	28	26	5298051	2	21000

Agenda number and business transacted as per Notice	Voting Process	No of person voted	Vote casted For		Vote casted against	
			No of person	No of Vote	No of person	No of Vote
Item 8: (Ordinary Resolution) 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	E-voting					
	Promoter	2	2	5000000	0	0
	Public- Institutional	0	0	0	0	0
	Public – Non Institutional	26	23	297751	3	21300
	Total	28	25	5297751	3	21300

Based on the foregoing Resolution No. 1, 2, 5, 6 and 7 that were proposed to be passed as Ordinary Resolutions and Resolution No. 3, 4, 8 that were proposed to be passed as Special Resolutions, as per the 37th AGM notice under e-Voting, may be considered as passed by requisite majority.



AMITA SAXENA

M.Sc., ACMA, FCS

Company Secretary in Practice

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I hereby further confirm that I have maintained the Register received from the CDSL electronically, in respect of the votes casted through e-Voting. All relevant records were sealed and handed over to the Director/Company Secretary, authorized by the Board, for safe keeping.

Thanking you,

Yours Faithfully

(Amita Saxena)

FCS. No. 3964, COP No. 3438

Thane, September 30, 2025

PR No. 1046/2020

ICSI UDIN: F003964G001399996

