

Notice of 15th Annual General Meeting

NOTICE is hereby given that the 15th Annual General Meeting of the Members of Campus Activewear Limited (Formerly known as Campus Activewear Private Limited) ("the Company") will be held on **Tuesday, 26 September 2023 at 11:00 AM (IST)** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 March 2023 together with the Reports of the Auditors and Board of Directors thereon and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31 March 2023 together with the Reports of the Auditors and Board of Directors thereon as circulated to the members be and are hereby received, considered and adopted."

- 2. To appoint a Director in place of Mr. Ankur Nand Thadani (DIN: 03566737), who retires by rotation and being eligible, offers himself for re-appointment and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ankur Nand Thadani (DIN: 03566737), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

- 3. To appoint M/s. B S R and Co, Chartered Accountants as Statutory Auditors for 5 (five) consecutive years and fix remuneration:**

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

"**RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies

(Audit and Auditors) Rules, 2014, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company (the "Board") accorded at their respective meetings held on 29 May 2023, M/s. B S R and Co, Chartered Accountants (ICAI Firm Registration No. 128510W), be and are hereby appointed as the Statutory Auditors of the Company (in place of the retiring Statutory Auditors, M/s. B S R & Associates LLP) from the conclusion of the 15th Annual General Meeting of the Company (this meeting), to hold such office for a period of 5 (five) consecutive years till the conclusion of the 20th Annual General Meeting of the Company to be held in the year 2028 and to conduct the audit for the financial year 2023-24, at a remuneration of ₹ 85 Lakhs (Rupees Eighty Five Lakhs only) payable in one or more instalments plus GST as applicable, and reimbursement of out-of-pocket expenses incurred.

RESOLVED FURTHER THAT the Audit Committee and Board of Directors of the Company be and are hereby authorized to revise the remuneration for the financial year 2023-24, if required and fix the remuneration for the rest of tenure of the appointment.

RESOLVED FURTHER THAT Mr. Nikhil Aggarwal, Whole-Time Director and CEO, Mr. Sanjay Chhabra, Chief Financial Officer and Ms. Archana Maini, General Counsel & Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, expedient or incidental for the purpose of giving effect to this Resolution and to settle any question or difficulty in connection herewith and incidental hereto."

For and on Behalf of the Board
For **Campus Activewear Limited**
(Formerly known as Campus Activewear Private Limited)

Place: Gurugram
Date: 10 August 2023
Regd. Office: D-1, Udyog Nagar, Main Rohtak Road, New Delhi-110041

Sd/-
Archana Maini
General Counsel and Company Secretary
M. No. A16092

Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 10/2022 dated 28 December 2022 read with General Circular Nos. 2/2022 dated 5 May 2022, 21/2021 dated 14 December 2021, 02/2021 dated 13 January 2021, 20/2020 dated 5 May 2020, 17/2020 dated 13 April 2020 and 14/2020 dated 8 April 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("the Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations 2015") and MCA Circulars, the Annual General Meeting (AGM) of Campus Activewear Limited (formerly known as Campus Activewear Private Limited) ("Company") is being held through VC/OAVM.
2. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15 April 2020, issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
3. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with, accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form, Attendance Slip and route map are not Annexed hereto.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the rules made thereunder setting out the material facts is annexed hereto along with the recommendation of the Board to the shareholders on each of the specific items, in terms of Regulation 17(11) of the SEBI Listing Regulations 2015.

Information required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with the applicable provisions of Secretarial Standard-2, in respect of the Director seeking re-appointment, is provided at the end of this Notice as **Annexure-A**.
5. In compliance with the MCA Circulars and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July, 2023 (hereinafter

collectively referred to as "Circulars"). Notice of the AGM along with the Annual Report for the financial year 2022-23 is being sent through electronic mode to all shareholders whose email addresses are registered with the Company and/or with Depository Participants (DPs). In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2022-23 and Notice of the 15th AGM of the Company, he/she may send a request to the Company by writing at investors@campusshoes.com or Link Intime India Private Limited ("Link Intime") at vinay.kumar@linkintime.co.in.

Members may note that the Notice of the 15th AGM and the Annual Report for the financial year 2022-23 can also be accessed from the Company's website at www.campusactivewear.com, websites of the Stock Exchanges on which the equity shares of the Company are listed i.e. National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com and on the website of Registrar and Transfer Agent ("RTA") i.e. Link Intime India Private Limited at <https://linkintime.co.in/>.

6. In order to enhance the ease of doing business for investors in the securities market, Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated 16 March 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/687 dated 3 November 2021 and 14 December 2021, respectively. SEBI has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, Email address, Mobile number, Bank account detail, Specimen signature) and nomination details by holders of securities. In case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s) effective from 1 October 2023. Physical shareholders who have not updated their KYC details may please submit Form ISR-1, Form ISR-2, Form ISR-3 and Form No. SH-13. The link for downloading the forms is available on the Company's RTA website under the web link at <https://linkintime.co.in/>. Further note that the other relevant details and forms prescribed by SEBI in this regard are also available on the website of the RTA and Company.

In view of the above we urge Members holding shares in physical form to submit the required forms alongwith the supporting documents on or before 30 September 2023. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their DPs.

Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

7. Process for registration of Email ID for obtaining Notice of the AGM along with the Annual Report:

Those persons who are Members of the Company as on Cut-off date for dispatch of AGM Notice along with the Annual Report i.e. 25 August 2023 and who have not yet registered their E-mail Address with the Depository Participants ("DPs") (if shares held in electronic form)/Company (if shares held in physical form) are requested to get their E-mail Addresses registered to receive the Notice of the AGM along with the Annual Report for the financial year 2022-23 by completing the process as under:

Members holding share(s) in physical mode:

by writing to the Company with details of folio number and attaching a self-attested copy of PAN Card along with Form No. ISR-1 at investors@campusshoes.com or to Link Intime India Private Limited at delhi@linkintime.co.in.

Members holding share(s) in electronic mode:

by registering/updating their e-mail ID in respect of demat holdings with the respective DPs by following the procedure prescribed by the DPs for receiving all communications from the Company electronically.

8. Documents open for inspection:

- a) All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its Email ID investors@campusshoes.com till the date of AGM.
- b) Further, Shareholders may also write to the Company at its Email ID investors@campusshoes.com for inspection of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the Certificate from M/s ATG & Co., Company Secretaries, Secretarial Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the shareholders resolutions passed in the general meeting required to be placed at the time of AGM of the Company.

9. Instructions for Members for remote e-voting and e-voting during the AGM:

- a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations (as amended) and the applicable

MCA Circulars, the Company is pleased to provide a facility to the Members to cast their votes using an electronic voting system from any place before the meeting ("remote e-voting") and during the meeting in respect of the resolutions proposed in this Notice.

- b) In order to increase the efficiency of the voting process and in terms with SEBI Circular No. SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023, demat account holders are being provided a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would now be able to cast their vote without having to register again with the e-Voting service providers, thereby facilitating seamless authentication and convenience of participating in the e-voting process.
- c) The Company has engaged the services of National Securities Depository Limited ("NSDL") as the authorized agency for conducting of the AGM through VC/OAVM and providing remote e-voting and e-voting facility before and during the AGM respectively.
- d) Members may note that the VC/OAVM facility, allows participation of at least 1,000 members on a first-come-first-served basis and shall open 30 minutes before the time scheduled for the AGM. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first-come-first-serve basis.
- e) NSDL will be providing facility for voting through remote e-Voting. The remote e-voting period will commence on **Saturday 23 September 2023 from 09:00 A.M. IST and end on Monday 25 September 2023 at 05:00 P.M. IST**. The remote e-voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- f) The Members, whose names appear in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the depositories as on the **cut-off date i.e., Tuesday 19 September 2023**, are entitled to vote on the Resolutions set forth in this Notice. Voting

Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the **cut-off date i.e., Tuesday 19 September 2023**. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

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 vote at the AGM.

- g) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as on the **cut-off date i.e., 19 September 2023**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting, then you can use

your existing user ID and password for casting your vote. 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 or call on 022-4886 7000 and 022-2499 7000.

- h) In case of Individual Shareholders holding securities in demat mode and who become a member of the Company after sending of the Notice and hold share(s) as on the cut-off date may follow steps mentioned below in Note 10 under "Login method for Remote e-voting and joining virtual AGM for individual shareholders holding securities in demat mode".
- i) The Register of Members and the Share Transfer books of the Company will remain closed from **Wednesday, 20 September 2023 to Tuesday, 26 September 2023 (both days inclusive)** in connection with the Annual General Meeting.

10. Procedure for remote e-voting and e-voting during the AGM:

The detailed process and manner for accessing and participating in the 15th AGM through VC/OAVM facility and voting through electronic means including remote e-voting are explained herein below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9 December 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 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	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 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. 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 hold 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 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store
  Google Play



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting 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 & voting during the meeting. Additionally, there is 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com 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 evoting 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 abovementioned website.

Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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.

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your 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'.

Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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 all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish 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, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cmukulyagi@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, 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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Pallavi Mhatre, Senior Manager NSDL at evoting@nsdl.co.in

Process for those shareholders whose email IDs are not registered with the depositories for procuring User ID and password and registration of E mail IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@campusshoes.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@campusshoes.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the

Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9 December 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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

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/shareholders, 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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.

11. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against 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.

- b. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- c. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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.
- d. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- e. Members who need assistance before or during the AGM, you may refer the Frequently Asked Questions ("FAQs") for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or can: Send a request at evoting@nsdl.co.in or Call at 022-4886 7000 and 022-2499 7000; or Contact Pallavi Mhatre, Senior Manager at the designated e-mail ID: evoting@nsdl.co.in.

12. Procedure to raise questions/seek clarifications with respect to Annual Report at the ensuing 15th AGM:

- a. Members are encouraged to express their views/send their queries in advance mentioning ID, mobile no. at investors@campusshoes.com. Questions/queries received by the Company from **18 September 2023 to 19 September 2023** shall only be considered and responded during the AGM.
- b. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investors@campusshoes.com from **18 September 2023 to 19 September 2023**. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.
- c. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM and avoid repetition of questions, as appropriate for smooth conduct of the AGM. All shareholders

Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

attending the AGM will have the option to post their comments/queries through a dedicated Chat box that will be available below the Meeting Screen.

13. Declaration of Voting Results:

- a. As per Rule 20 of the Companies (Management and Administration) Rules, 2014, the Board of Directors have appointed Mr. Mukul Tyagi (Membership No. F9973), Partner, M/s ATG & Co., Company Secretaries, as the Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner. The Scrutinizer has communicated his willingness to be appointed and will be available for the said purpose.
 - b. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM and shall make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same.
 - c. The Results of the E-voting will be declared within statutory timelines of the conclusion of the meeting, by the Chairman of the meeting or a person authorized by him in writing. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM.
 - d. The voting results along with the Scrutinizer's Report will be displayed at the Registered Office of the Company, communicated to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and additionally be uploaded on the Company's website: www.campusactivewear.com and on the website of NSDL: <https://www.evoting.nsdl.com/>
14. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from 1 April 2019, except in case of

request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, Link Intime for assistance in this regard.

15. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agent or the concerned Depository Participant immediately for the change in the residential status on return to India for permanent settlement and the particulars of the NRE account with a bank in India, if not furnished the details earlier.
16. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January 2022 has mandated the listed companies to issue securities in dematerialised form only while processing certain prescribed service requests. Accordingly, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website at www.campusactivewear.com and on the website of Link Intime at <https://linkintime.co.in/>. Members are requested to note that any service request would only be processed after the folio is KYC Compliant.
17. In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at www.campusactivewear.com.

Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialized form and to the Company/ Link Intime, in case the shares are held by them in physical form.

By order of the Board
For **Campus Activewear Limited**
(Formerly known as Campus Activewear Private Limited)

Place: Gurugram
Date: 10 August 2023
Regd. Office: D-1, Udyog Nagar, Main Rohtak Road, New Delhi-110041.

Sd/-
Archana Maini
General Counsel and Company Secretary
M. No. A16092

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013:

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out material facts relating to the business mentioned in the accompanying Notice of 15th Annual General Meeting (Notice of AGM/ Notice) dated 10 August 2023.

Item No. 3

The Members of the Company at the 10th Annual General Meeting (AGM) held on 24 September 2018 approved the appointment of M/s B S R & Associates LLP, Chartered Accountants [ICAI Firm Registration Number: 116231W/W-100024] ("BSR"), as the Statutory Auditors of the Company to hold office from the conclusion of the said 10th AGM until the conclusion of 15th AGM ("this AGM"). BSR will complete their present first term on conclusion of this AGM in terms of the same. The fee paid to BSR for the financial year 2022-23 is ₹ 10.80 Millions (excluding out of pocket expenses), details of which are given in Note No. 34 of the Notes to Financial Statements for the financial year ended 31 March 2023.

The Board of Directors of the Company (the "Board") at its meeting held on 29th May 2023, based on the recommendations of the Audit Committee, have recommended the appointment of M/s. B S R and Co, Chartered Accountants (ICAI Firm Registration No. 128510W), in place of the retiring auditors i.e. M/s B S R & Associates LLP (both B S R and Co and B S R & Associates LLP are members of B S R & Associates, a network registered with The Institute of Chartered Accountants of India) for the second term for BSR entities of 5 (five) consecutive years to hold such office from the conclusion of this meeting till the conclusion of the 20th Annual General Meeting of the Company to be held in the year 2028, in terms of Section 139 of the Companies Act, 2013 (as amended) (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 (as amended) and to conduct the audit for the financial year 2023-24, at a remuneration of ₹ 85 lakhs (Rupees Eighty Five Lakhs only) payable in one or more instalments plus GST as applicable, and reimbursement of out-of-pocket expenses incurred.

The Company has received Consent and Eligibility Certificate from the proposed auditors to act as the Statutory Auditors of the Company, in accordance with the provisions of Section 139 and Section 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

The details required to be disclosed under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:

A. Proposed fees payable to the Statutory Auditor(s): ₹ 85 Lakhs payable in one or more instalments plus GST as applicable, and reimbursement of out-of-pocket expenses incurred for the Financial Year 2023-24 and

thereafter the Audit Committee and Board of Directors of the Company are authorized to revise the remuneration for FY 2023-24 (if required) and fix the remuneration for the rest of tenure of the appointment.

B. Terms of appointment: Appointment as Statutory Auditors of the Company for a period of 5 (five) consecutive years and hold office from the conclusion of 15th AGM till the conclusion of the 20th AGM of the Company, to carry out Audit of the Financial Statements, Annual Financial Results, Limited Review of the Unaudited Quarterly Financial Results etc., of the Company.

C. In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:

There is no material change in the fee payable to M/s. B S R and Co as compared to previous year. However, the proposed fees is reduced as compared to the amount paid to the retiring Auditor during the Financial Year 2023-24, due to the revision of the financial Statements post approval of the Merger and increased effort towards the completion of audit. The proposed remuneration is commensurate with the size of the Company and nature of its business. The proposed remuneration is determined based on the recommendation of the Audit Committee which peruses the industry benchmarks in general, profile of the firm, scope of audit and other relevant factors.

D. Basis of recommendation for appointment: The Audit Committee and Board of Directors, at their respective meetings held on 29 May 2023, have considered various parameters like capability to serve a widespread business landscape as that of the Company, audit experience in the industry, market standing of the firm, clientele served, technical knowledge, governance standards, etc., and found M/s. B S R and Co suitable for this appointment and accordingly, recommend the same.

E. Credentials of the Statutory Auditor(s) proposed to be appointed: M/s B S R and Co ('the firm ') was constituted on 1 September 2007 as a partnership firm having firm registration no. as 128510W. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai- 400063. B S R and Co is a member entity

Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. B S R and Co is registered in Mumbai, Gurgaon, Bangalore and Hyderabad. B S R and Co together with its member firms has around 4000+ staff and 200+ Partners. B S R member firms audits various companies listed on stock exchanges in India including companies in the Consumer sector. M/s B S R and Co holds a valid certificate issued by the Peer Review Board of ICAI.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for appointment of M/s B S R and Co as Statutory Auditors of the Company for a period of 5 (Five) consecutive years.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

By order of the Board
For **Campus Activewear Limited**

Place: Gurugram
Date: 10 August 2023
Regd. Office: D-1, Udyog Nagar, Main Rohtak Road, New Delhi-110041.

Sd/-
Archana Maini
General Counsel and Company Secretary
M. No. A16092

Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

ANNEXURE-A

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2). Details of Director Retiring by Rotation in respect of Item No. 2.

Name	Mr. Ankur Nand Thadani (Non-Executive Non-Independent Director)
Age	39 years
Qualification(s)	Bachelor's degree in Electronics and Telecommunication Engineering from the University of Mumbai, Maharashtra
Experience	15 years
Expertise in Specific functional area/Brief Profile	Mr. Thadani is a Partner with TPG Growth and RISE Funds, and co-heads the India office & leads healthcare, climate and consumer investing for the firm in India and south Asia region. He currently serves on the boards of API Holdings, Stelis Biopharma, Steriscience Specialties, Asia Healthcare Holdings, TATA Passengers Electric Mobility Ltd., Fourth Partner Energy and Solara Active Pharma.
Terms & Conditions of re-appointment along with remuneration sought to be paid	Mr. Thadani is a Non-Executive Non- Independent Director of the Company
Remuneration Last Drawn	Not Applicable
Date of first appointment on the Board	24 September 2021
Relationship with other Directors/Manager/Key Managerial Personnel of the Company	Mr. Thadani is not related to any other Director or Key Managerial Personnel of the Company
Number of Board Meetings attended during the year	7 out of total 10 Board meetings held during the FY 2022-23
Other Directorships held (including listed entity, if any)	1. Solara Active Pharma Sciences Limited (Listed Company) 2. Steriscience Specialities Private Limited 3. Fourth Partner Energy Private Limited 4. API Holdings Limited 5. Stelis Biopharma Limited 6. Rhea Healthcare Private Limited 7. Nova Medical Centers Private Limited 8. Quality Care India Limited 9. Tata Passenger Electric Mobility Limited 10. Dr. Agarwal's Health Care Limited
Listed entities from which the person has resigned in the past years	None
Chairmanship/Membership of the Committee of the Board of other Companies	1. Campus Activewear Limited A. Audit Committee - Member B. Nomination & Remuneration Committee - Member C. Stakeholders Relationship Committee - Chairman 2. API Holdings Limited A. Nomination & Remuneration Committee - Member B. Stakeholders Relationship Committee - Chairman C. CSR Committee - Member D. IPO Committee - Chairman

Campus Activewear Limited (formerly known as Campus Activewear Private Limited)

Name	Mr. Ankur Nand Thadani (Non-Executive Non-Independent Director)
	3. Nova Medical Centers Pvt. Ltd A. Audit Committee - Member
	4. Stelis Biopharma Limited A. Nomination & Remuneration Committee - Chairman & Member B. Management Committee - Member
	5. Rhea Healthcare Pvt. Ltd A. Audit Committee - Member
	6. Fourth Partner Energy Pvt. Ltd A. Audit Committee - Member
	7. Solara Active pharma Science Ltd A. Audit Committee - Member B. Nomination & Remuneration Committee -Member C. Risk Management Committee - Member D. CSR Committee - Member
Equity Shares held in the Company as on 31 March 2023	Nil