Notice of 18th Annual General Meeting

NOTICE is hereby given that the 18th Annual General Meeting of the Members of Campus Activewear Limited ("the Company") will be held on Thursday, 20th day of August 2026 at 11:00 A.M.(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 31st March 2026 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 31st March 2026 together with the Reports of the Auditor 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. Nikhil Aggarwal (DIN: 01877186), 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 and LODR regulations Mr. Nikhil Aggarwal (DIN: 01877186), 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, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors."

3. To declare the Final Dividend on Equity Shares for the financial year ended on 31st March 2026 and, in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** approval be and is hereby accorded for declaration and payment of final dividend at the rate of 30% on the Face Value of the Equity Shares (i.e. Rs. 1.50 (One Rupee Fifty Paise Only) per equity share of the face value of Rs. 5 (Rupees Five Only) each fully paid up as recommended by the Board of Directors for the financial year ended 31st March 2026."

RESOLVED FURTHER THAT any Director or Ms. Archana Maini, General Counsel & Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things considered necessary to give effect to the above resolution."

SPECIAL BUSINESS

4. Re-appointment of Mr. Anil Kumar Chanana (DIN: 00466197) as a Non-Executive Independent Director, to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and any other law as may be applicable, and as approved and recommended by the Nomination and Remuneration Committee, Audit Committee and the Board, Mr. Anil Kumar Chanana (DIN: 00466197), who was appointed as an Independent Director at the 13th Annual General Meeting of the Company held on 24th September, 2021, who holds office of Independent Director upto 31st August, 2026 and who has submitted a declaration that he meets the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received consent to act as an Independent Director and has confirmed his eligibility for re-appointment as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years commencing from 1st September 2026 to 31st August 2031 (both days inclusive), on such terms and conditions as the Board of Directors may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in the said behalf) be and are hereby severally authorised to finalise and decide all the matters including the terms and conditions.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

5. **Re-appointment of Mr. Jai Kumar Garg (DIN: 07434619) as a Non-Executive Independent Director, to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and any other law as may be applicable, and as approved and recommended by the Nomination and Remuneration Committee, Audit Committee and the Board, Mr. Jai Kumar Garg (DIN: 07434619), who was appointed as an Independent Director at the Extra Ordinary General Meeting ("EGM") of the Company held on 18th December 2021, who holds office of Independent Director upto 1st December 2026 and who has submitted a declaration that he meets the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received consent to act as an Independent Director and has confirmed his eligibility for re-appointment as an Independent Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years commencing from 2nd December 2026 to 1st December 2031 (both days inclusive), on such terms and conditions as the Board of Directors may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in the said behalf) be and are hereby severally authorised to finalise and decide all the matters including the terms and conditions.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

6. **Re-appointment of Mrs. Madhumita Ganguli (DIN: 00676830) as Non-Executive Independent Director, to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and any other law as may be applicable, and as approved and recommended by the Nomination and Remuneration Committee, Audit Committee and the Board, Mrs. Madhumita Ganguli (DIN: 00676830), who was appointed as an Independent Director at the 13th Annual General Meeting of the Company held on 24th September 2021 and who holds office of Independent Director upto 31st August 2026 and who has submitted a declaration that she meets the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received consent to act as an Independent Director and has confirmed her eligibility for re-appointment as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years commencing from 1st September 2026 to 31st August 2031 (both days inclusive), on such terms and conditions as the Board of Directors may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in the said behalf) be and are hereby severally authorised to finalise and decide all the matters including the terms and conditions.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

7. **Re-appointment of Mr. Nitin Savara (DIN: 09398370) as Non-Executive Independent Director, to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and any other law as may be applicable, and as approved and recommended by the Nomination and Remuneration Committee, Audit Committee and the Board, Mr. Nitin Savara (DIN: 09398370), who was appointed as an Independent Director at the Extra Ordinary General Meeting ("EGM") of the Company held on 17th November 2021 and who holds office of Independent Director upto 31st October 2026 and who has submitted a declaration that he meets the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received consent to act as an Independent Director and has confirmed his eligibility for re-appointment as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years commencing from 1st November 2026 to 31st October 2031 (both days inclusive), on such terms and conditions as the Board of Directors may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in the said behalf) be and are hereby severally authorised to finalise and decide all the matters including the terms and conditions.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

8. Modification of Campus Activewear Limited Employee Stock Option Plan 2021 – Vision Pool to consider, and if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Companies Act/the Act"), Regulation 12 and all other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/Circulars in that behalf and subject to such other approval(s), consent(s), permissions(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed by the appropriate regulatory authority(ies) and on the recommendations of Nomination and Remuneration Committee and Board of Directors of the Company at their respective meetings the following clauses of the Campus Activewear Limited Employee Stock Option Plan 2021 – Vision Pool be and is hereby approved for revision/modification as per the details below:

1. The revised Clause 1.5 is as follows:

"The Plan was established with effect from 18th December, 2021, the Shareholders of the Company had approved the Plan and it shall continue to be in force until: (i) its closure by the Compensation Committee or (ii) the date on which all of the Options available for issuance or grant under the Plan have been issued or granted or vested or lapsed or Exercised, or (iii) the compensation committee approves non issuance or grant of balance options under the scheme, whichever is earlier"

2. The revised Clause 2.1 (xx) is as follows:

"Nominee and legal heirs:

"Nominee or legal heirs" means: (A) an individual nominated by the Eligible Employee in the nomination form provided by the Company along with the Grant Letter, which nomination may be revoked or changed at any time prior to the Exercise of Options in the manner prescribed by the Company; and (B) if no such nomination has been made, then the Company may recognize the legal heirs of the Option Holder as the Nominee in accordance with applicable laws, rules and regulations.

3. The revised Clause 3.1 is as follows:

"The shareholders vide their resolution dated 18th December 2021 approved the pool balance of 1800000 options and vide their further resolution dated 20th August 2026 have approved for increasing the pool balance of the Company from 18,00,000 options to 33,00,000 options to the eligible Employees in one or more tranches, from time to time, which in aggregate exercisable into not more than 33,00,000 (thirty three lakhs) Shares of face value of Rs. 5 each fully paid up, with each such Option conferring a right upon the Employees to apply for one Share in the Company, in accordance with the terms and conditions of Plan."

4. The revised Clause 3.2 is as follows:

"The maximum number of Options under each grant to each Employee shall vary depending upon the designation and the appraisal/assessment process, however, shall not exceed 10,00,000 in number per eligible Employee per grant. However, the Compensation Committee reserves the right to decide the number of Options to be Granted and the maximum number of Options that can be Granted in each grant to each Employee within this ceiling."

"RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in the said behalf) be and are hereby severally authorised to finalise and decide all the matters including the terms and conditions and to do all such acts, deeds, matters and things (including delegating such authority), as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.

RESOLVED FURTHER THAT any Director or Ms. Archana Maini, General Counsel & Company Secretary, be and are hereby severally authorized to do all such acts, deeds, and things as may be required to give effect to this resolution."

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

Archana Maini
General Counsel and Company Secretary
M. No. A16092

Date: 25th May 2026
Place: Gurugram
Regd. Office: D-1, Udyog Nagar, Main Rohtak Road, New Delhi - 110041

Notes:

1. In compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 19/2021 dated 08th December, 2021, MCA Circular 21/2021 dated 14th December, 2021, MCA Circular No. 03/2022 dated 5th May, 2022, MCA Circular Nos. 10/2022, 11/2022 dated 28th December, 2022, followed by MCA Circular Nos. 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and Circular No. 03/2025 dated 22nd September, 2025, the AGM of the Company is being held through VC/OAVM, without the physical presence of members at a common venue. The transcript of the same shall be made available on the website of the Company. The National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM.

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, issued by the ICSI, the proceedings of the AGM conducted through VC/OAVM 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 circulars issued by MCA, 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. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.

5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and the rules made thereunder read with Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, setting out the material facts relating to the Special Business to be transacted at this Annual General Meeting ("AGM"), is annexed hereto. Information required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking re-appointment, is provided at the end of this Notice as **Annexure A**.

6. Corporate/Institutional members may authorize their representatives to attend the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") and vote through remote e-voting or e-voting at the AGM, as applicable. Pursuant to Section 113 of the Companies Act, 2013, such Members are requested to send a certified copy of the Board Resolution or authorization letter, authorizing their representative(s) to attend and vote on their behalf, to the Scrutinizer, with a copy to the Company's designated email ID and the Registrar and Share Transfer Agent, within the prescribed timelines.

7. In compliance with the circulars issued by Ministry of Corporate Affairs ("MCA"), Notice of the 18th AGM along with the Integrated Annual Report for the financial year 2025-26 is being sent through electronic mode to all shareholders whose email addresses are registered with the Company and/or with Depository Participants (DPs) as on the cut-off date of 17th July 2026. In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2025-26 and Notice of the 18th AGM of the Company, he/she may send a request to the Company by writing at investors@campusshoes.com mentioning their DP ID and Client ID/folio no. or raise a service request with MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Company's RTA at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html, Email Id: investor.helpdesk@in.mpms.mufg.com

8. As per Regulation 36(1)(b) of the Listing Regulations, a letter providing the weblink of the Annual Report for FY 2025-26 including the exact path will be sent to those shareholder(s) who have not registered their email address with the Company/Depositories/Depository Participants/RTA."

9. Members may note that the Notice and the Annual Report for the financial year 2025-26 can also be accessed from the Company's website and can be accessed at https://www.campusactivewear.com/investor-relations-financial#irf, 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. MUFG Intime India Private Limited (formerly Link Intime India Private Limited).

10. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated March 16, 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 November 3, 2021 and December 14, 2021, respectively, SEBI has 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.

11. Members holding shares in Demat form are requested to update the above stated KYC details with their Depository Participant. Physical shareholders who have not updated their KYC details may please submit Form ISR1, Form ISR-2, Form ISR-3 and Form No. SH-13 to the RTA of the Company at investor.helpdesk@in.mpms.mufg.com. The link for downloading the forms prescribed by SEBI is available

on the website of the Company & it's RTA under the web link https://www.campusactivewear.com/shareholders-corner and www.in.mpms.mufg.com, respectively.

12. Dividend Related Information

The dividend, if declared, by the members at the AGM shall be paid within the prescribed time from the conclusion of the AGM, to the members whose names appear on the Company's register of members on the Record Date and in respect of the shares held in dematerialised mode, to the members whose names are furnished by NSDL and CDSL as beneficial owners as on that date.

The Company has fixed Friday, 31st July 2026 as the "Record Date" for the purpose of determining the members eligible to receive dividend for the financial year 2025-26.

Members are requested to register/update their complete bank details with their Depository Participant(s) if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s). Payment of dividend shall be made through electronic mode to those members, holding shares in dematerialised mode, who have updated their bank account details.

Pursuant to Regulation 12 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by SEBI Notification No. SEBI/LAD-NRO/GN/2025/273 dated November 18, 2025, read with SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, dividend payments shall be made only through electronic mode. Accordingly, payment of dividend through dividend warrants or cheques has been discontinued with effect from November 18, 2025.

Accordingly, Members are requested to ensure that the following requirements are complied with to facilitate electronic credit of dividend:

Members holding shares in physical form: Ensure that their folios are KYC compliant by registering/updating their PAN, contact details (including mobile number), bank account details, e-mail address and specimen signature with the Company's Registrar and Share Transfer Agent.

Members holding shares in dematerialised form: Ensure that their bank account details, e-mail address and other KYC particulars are updated with their respective Depository Participants.

Pursuant to the amendments introduced in the Income Tax Act, 1961 ('the IT Act') vide Finance Act, 2020, w.e.f. April 1, 2020, dividend declared, paid or distributed by a Company on or after April 1, 2020, is taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct TDS/WHT at the time of payment of dividend at the applicable tax rates. The rates of TDS/WHT would depend upon the category and residential status of the shareholder. Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the RTA/Company by sending documents by 25th July 2026.

13. 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. Friday, 17th July 2026 and who have not yet registered their E-mail Address with the Depository Participants ("DPs") (if shares held in electronic form)/ Company's RTA (if shares held in Physical form) are requested to get their E-mail Address registered to receive the Notice of the AGM along with the Annual Report for the financial Year 2025-26 by completing the process as under:

Members holding share(s) in physical mode: by writing to the Company/RTA with details of folio number and attaching a self-attested copy of PAN Card along with Form ISR-1 at investors@campusshoes.com or to MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Company's RTA at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html Email Id: investor.helpdesk@in.mpms.mufg.com

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 DPs for receiving all communications from the company electronically.

14. Documents open for inspection:

a) The copy of Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, all the documents referred to in the accompanying Notice and the Explanatory Statement and all the resolutions to be passed in the 18th AGM will be available electronically for inspection by the members during the AGM.

b) Further, the shareholders may also write to the Company at its Email Id investors@campusshoes.com for inspection of the above stated documents till the date of the AGM i.e., 20th August 2026.

c) The ESOP Certificate obtained from M/s. ATG & Co., Company Secretaries pursuant to Regulation 13 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, certifying that the ESOP Schemes of the Company are being implemented in accordance with the said regulation & resolution passed by the company, is also available for inspection of shareholders of the Company.

15. 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, 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 e-voting facility during the AGM.

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 Monday, 17th August 2026 at 9:00 A.M. and ends on Wednesday, 19th August 2026 at 5:00 P.M. 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., Thursday, 13th August 2026**, are entitled to vote on the Resolutions set forth in this Notice. Voting 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., Thursday, 13th August 2026**. 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 on the order of the 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. Thursday, 13th August 2026**, may obtain the login ID and password by sending a request at evoting@nsdl.com.

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 toll free no. 1800 1020 990 and 1800 22 44 30.

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 **Thursday, 13th August 2026** may follow steps mentioned below 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 **Thursday, 13th August 2026 to Thursday, 20th August 2026 (both days inclusive)** in connection with the Annual General Meeting.

16. Instructions for members for remote e-voting and joining General Meeting are as under:

The remote e-voting period begins on Monday, 17th August 2026 at 9:00 A.M. and ends on Wednesday, 19th August 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e. Thursday 13th August 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date.

How do I vote electronically using NSDL e-Voting system?

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

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 9, 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**.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 **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. 2. 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. 3. 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 4. 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. 5. 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**	1. 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.

Login method for Individual shareholders holding securities in demat mode is given below: (Contd.)

Type of shareholders	Login Method
	2. 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. 3. 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. 4. 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.

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.com 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 helpdesk.evoting@cdslindia.com 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.

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 user 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. The password to open the.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The.pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your 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.com 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 csmukultyagi@gmail.com with a copy marked to evoting@nsdl.com. 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 or send a request to Ms. Pallavi Mhatre, Deputy Vice President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

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 compliance@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 compliance@campusshoes.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the 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.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 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.s

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 said 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.

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

a. Members 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" 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.

c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

d. 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.

e. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@campusshoes.com. The same will be replied by the company suitably.

f. 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 use Toll Free No.: 1800 1020 990 or 1800 224 430; or Contact Ms. Pallavi Mhatre, Deputy Vice President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated e-mail ID: evoting@nsdl.com.

17. Procedure to raise questions/seek clarifications with respect to Annual Report at the ensuing 18th 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 Monday 17th August 2026 to Tuesday, 18th August 2026 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 between Thursday, 13th August 2026 and Friday, 14th August 2026. 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 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.

17. 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.

b. The Scrutinizer shall immediately after the conclusion of 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 voting results shall be declared within two working days from the conclusion of the AGM and the resolutions shall be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared results along with the report of the Scrutinizer shall be placed on the website of the Company (www.campusactivewear.com) and on the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of results by the Chairman or a person authorized by him. The results along with the report of the Scrutinizer shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.

18. As per Regulation 40 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from 1st 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, MUFG Intime India Private Limited for assistance in this regard.

19. Non-resident Indian Members are requested to inform RTA 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.

20. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25th, 2022 has mandated the listed companies to issue securities in dematerialized 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 MUFG Intime India Private Limited at www.in.mpms.mufg.com. Members are requested to note that any service request would only be processed after the folio is KYC Compliant.

21. 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 and can be accessed at https://www.campusactivewear.com/shareholders-corner.

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/RTA of the Company, in case the shares are held by them in physical form.

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

Date: 25th May 2026
Place: Gurugram
Regd. Office: D-1, Udyog Nagar, Main Rohtak Road, New Delhi - 110041

Archana Maini
General Counsel and Company Secretary
M. No. A16092

EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Re-appointment of Mr. Anil Kumar Chanana (DIN: 00466197) as a Non- Executive Independent Director

The members at their 13th Annual general meeting held on 24th September 2021 had appointed Mr. Anil Kumar Chanana as an Independent Director of the Company for a term of five (5) consecutive years from 24th September 2021 up to 31st August 2026, pursuant to the provisions of the Companies Act, 2013 and applicable SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. His term as an Independent Director is going to be completed on 31st August 2026.

The performance evaluation of Mr. Anil Kumar Chanana was based on various criteria, inter- alia, including, but not limited to, his attendance at Board and Committee Meetings, diversity brought to the Board, skill, experience, ability to challenge views of other officials in constructive manner, knowledge acquired with regard to the Company's business, understanding of industry trends, and him being person of high integrity, etc.

Mr. Anil Kumar Chanana, possess the core skills/expertise/ competencies identified in the Company's business and sectors for it to function effectively. Details of the skills possessed by him are included in the Corporate Governance Report which forms an integral part of the Integrated Annual Report. Mr. Chanana is the Chairman of Audit Committee and provides his valuable suggestions to the Company for various matters. He has excellent knowledge in analysing the Financial Statements of the Company.

The Company has also received declaration from Mr. Anil Kumar Chanana that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Also, the Company has received other necessary disclosures and declarations from Mr. Anil Kumar Chanana including the declaration that he is not debarred from holding the office of director pursuant to any SEBI Order. In the opinion of the Board, Mr. Anil Kumar Chanana fulfils the conditions specified in the Companies Act, 2013, read with the Rules made thereunder and the Listing Regulations 2015, for re-appointment as Independent Director and he holds necessary qualification, experience and expertise to serve as an Independent Director on the Board of the Company. Also, in the opinion of the Board, Mr. Anil Kumar Chanana is independent of the Management.

The Nomination and Remuneration Committee ('NRC') of the Board of Directors, on the basis of the performance evaluation, has recommended the re-appointment of Mr. Anil Kumar Chanana as an Independent Director, for a second term of 5 (Five) consecutive years, on the Board of the Company. The Board of Directors of the Company has also expressed its satisfaction on the performance of Mr. Anil Kumar Chanana as an Independent Director on the Board of the Company.

The Board, based on the performance evaluation and pursuant to the recommendation of the Nomination and Remuneration Committee made at its meeting held on 22nd May 2026, considers that given the knowledge, background, experience and contribution made by Mr. Anil Kumar Chanana during his tenure, it would be in the interest of the Company to have continued association with Mr. Anil Kumar Chanana as an Independent Director of the Company. The Board of Directors at its Meeting held on 25th May 2026 has recommended to re-appoint Mr. Anil Kumar Chanana as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years on the Board of the Company.

Draft Letter of appointment of Mr. Anil Kumar Chanana setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

None of the Directors and Key Managerial Personnel and their relatives, except Mr. Anil Kumar Chanana and his relatives, of the Company, is in anyway concerned or interested financially or otherwise in the proposed resolution.

Your Directors recommend the resolutions set out at Item no. 4 for approval of the Members by way of Special Resolution.

Additional information in respect of Mr. Anil Kumar Chanana, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at **Annexure A** to this Notice.

Item No. 5

Re-appointment of Mr. Jai Kumar Garg (DIN: 07434619) as a Non-Executive Independent Director

The members at the Extra Ordinary General Meeting held on 18 December 2021 had appointed Mr. Jai Kumar Garg as an Independent Director of the Company for a term of five (5) consecutive years from 18th December 2021 up to 1st December 2026, pursuant to the provisions of the Companies Act, 2013 and applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. His term as an Independent Director is going to be completed on 1st December 2026.

The performance evaluation of Mr. Jai Kumar Garg was based on various criteria, inter – alia, including, but not limited to his attendance at Board and Committee Meetings, diversity brought to the Board, skill, experience, ability to challenge views of other in constructive manner, knowledge acquired with regard to the Company's business, understanding of industry trends, and him being person of high integrity, etc.

Mr. Jai Kumar Garg, possess the core skills/expertise/ competencies identified in the Company's business and sectors for it to function effectively. Details of the skills possessed by him are included in the Corporate Governance Report which forms an integral part of the Integrated Annual Report.

The Company has also received declaration from Mr. Jai Kumar Garg that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Also, the Company has received other necessary disclosures and declarations from Mr. Jai Kumar Garg including the declaration that he is not debarred from holding the office of director pursuant to any SEBI Order. In the opinion of the Board, Mr. Jai Kumar Garg fulfils the conditions specified in the Companies Act, 2013, read with the Rules made thereunder and the Listing Regulations, for re-appointment as Independent Director and he holds necessary qualification, experience and expertise to serve as an Independent Director on the Board of the Company, (Also, in the opinion of the Board), Mr. Jai Kumar Garg is independent of the Management.

The Nomination and Remuneration Committee ('NRC') of the Board of Directors, on the basis of the performance evaluation, has recommended the re-appointment of Mr. Jai Kumar Garg as an Independent Director, for a second term of 5 (Five) consecutive years, on the Board of the Company. The Board of Directors of the Company had also expressed their satisfaction on the performance of Mr. Jai Kumar Garg as an Independent Director on the Board of the Company.

The Board, based on the performance evaluation and pursuant to the recommendation of the Nomination and Remuneration Committee made at its meeting held on 22nd May 2026, considered that given the knowledge, background, experience and contribution made by Mr. Jai Kumar Garg during his tenure, it would be in the interest of the Company to have continued association with Mr. Jai Kumar Garg as an Independent Director of the Company. The Board of Directors at its meeting held on 25th May 2026 has recommended to re-appoint Mr. Jai Kumar Garg as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years on the Board of the Company.

Draft Letter of appointment of Mr. Jai Kumar Garg setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Jai Kumar Garg and his relatives, of the Company, is in anyway concerned or interested financially or otherwise in the proposed resolution.

Your Directors recommend the resolutions set out at Item no. 5 for approval of the Members by way of Special Resolution.

Additional information in respect of Mr. Jai Kumar Garg, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at **Annexure A** to this Notice.

Item No. 6

Re-appointment of Mrs. Madhumita Ganguli (DIN: 00676830) as a Non – Executive Independent Director

The members at their 13th Annual general meeting held on 24th September 2021 had appointed Mrs. Madhumita Ganguli as an Independent Director of the Company for a term of five consecutive years from 24th September 2021 up to 31st August 2026, pursuant to the provisions of the Companies Act, 2013 and applicable SEBI Listing Regulations. Her term as an Independent Director is going to be completed on 31st August 2026.

The performance evaluation of Mrs. Madhumita Ganguli was based on various criteria, inter – alia, including (but not limited to) her attendance at Board and Committee Meetings, diversity brought to the Board, skill, experience, ability to challenge views of other in constructive manner, knowledge acquired with regard to the Company's business, understanding of industry trends, and her being person of high integrity, etc.

Mrs. Madhumita Ganguli, possess the core skills/expertise/ competencies identified in the Company's business and sectors for it to function effectively. Details of the skills possessed by her are included in the Corporate Governance Report which forms an integral part of the Integrated Annual Report.

The Company has also received declaration from Mrs. Madhumita Ganguli that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Also, the Company has received other necessary disclosures and declarations from Mrs. Madhumita Ganguli including the declaration that she is not debarred from holding the office of director pursuant to any SEBI Order. In the opinion of the Board, Mrs. Madhumita Ganguli fulfils the conditions specified in the Companies Act, 2013, read with the Rules made thereunder and the Listing Regulations, for re-appointment as Independent Director and she holds necessary qualification, experience and expertise to serve as an Independent Director on the Board of the Company. Also, in the opinion of the Board, Mrs. Madhumita Ganguli is independent of the Management.

The Nomination and Remuneration Committee ('NRC') of the Board of Directors, on the basis of the performance evaluation, has recommended the re-appointment of Mrs. Madhumita Ganguli as an Independent Director, for a second term of 5 (Five) consecutive years, on the Board of the Company. The Board of Directors of the Company has also expressed its satisfaction on the performance of Mrs. Madhumita Ganguli as an Independent Director on the Board of the Company.

The Board, based on the performance evaluation and pursuant to the recommendation of the Nomination and Remuneration Committee made at its meeting held on 22nd May 2026, considers that given the knowledge, background, experience and contribution made by Mrs. Madhumita Ganguli during her tenure, it would be in the interest of the Company to have continued association with Mrs. Madhumita Ganguli as an Independent Director of the Company. The Board of Directors at its Meeting held on 25th May 2026 has recommended to re-appoint Mrs. Madhumita Ganguli as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years on the Board of the Company.

Draft Letter of appointment of Mrs. Madhumita Ganguli setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

None of the Directors and Key Managerial Personnel and their relatives, except Mrs. Madhumita Ganguli and her relatives, of the Company, is in anyway concerned or interested financially or otherwise in the proposed resolution.

Your Directors recommend the resolutions set out at Item no. 6 for approval of the Members by way of Special Resolution.

Additional information in respect of Mrs. Madhumita Ganguli, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at **Annexure A** to this Notice.

Item No. 7

Re-appointment of Mr. Nitin Savara (DIN: 09398370) as a Non–Executive Independent Director

The members at their Extra Ordinary General meeting held on 17th November 2021 had appointed Mr. Nitin Savara as an Independent Director of the Company for a term of five consecutive years from 17th November 2021 up to 31st October 2026, pursuant to the provisions of the Companies Act, 2013 and applicable SEBI Listing Regulations. His term as an Independent Director is going to be completed on 31st October 2026

The performance evaluation of Mr. Nitin Savara was based on various criteria, inter – alia, including (but not limited to) his attendance at Board and Committee Meetings, diversity brought to the Board, skill, experience, ability to challenge views of other in constructive manner, knowledge acquired with regard to the Company's business, understanding of industry trends, and him being persons of high integrity, etc.

Mr. Nitin Savara, possess the core skills/expertise/ competencies identified in the Company's business and sectors for it to function effectively. Details of the skills possessed by him are included in the Corporate Governance Report which forms a part of the Integrated Annual Report.

The Company has also received declaration from Mr. Nitin Savara that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Also, the Company has received other necessary disclosures and declarations from Mr. Nitin Savara including the declaration that he is not debarred from holding the office of director pursuant to any SEBI Order. In the opinion of the Board, Mr. Nitin Savara fulfils the conditions specified in the Companies Act, 2013, read with the Rules made thereunder and the Listing Regulations, for re-appointment as Independent Director and he holds necessary qualification, experience and expertise to serve as an Independent Director on the Board of the Company. Also, in the opinion of the Board, Mr. Nitin Savara is independent of the Management.

The Nomination and Remuneration Committee ('NRC') of the Board of Directors, on the basis of the performance evaluation, has recommended the re-appointment of Mr. Nitin Savara as an Independent Director, for a second term of 5 (Five) consecutive years, on the Board of the Company. The Board of Directors of the Company has also expressed its satisfaction on the performance of Mr. Nitin Savara as an Independent Director on the Board of the Company.

The Board, based on the performance evaluation and pursuant to the recommendation of the Nomination and Remuneration Committee made at its meeting held on 22nd May 2026, considers that given the knowledge, background, experience and contribution made by Mr. Nitin Savara during his tenure, it would be in the interest of the Company to have continued association with Mr. Nitin Savara as an Independent Director of the Company. The Board of Directors at its Meeting held on 25th May 2026 has recommended to re-appoint Mr. Nitin Savara as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years on the Board of the Company.

Draft Letter of appointment of Mr. Nitin Savara setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Nitin Savara and his relatives, of the Company, is in anyway concerned or interested financially or otherwise in the proposed resolution.

Your Directors recommend the resolutions set out at Item no. 7 for approval of the Members by way of Special Resolution.

Additional information in respect of Mr. Nitin Savara, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at **Annexure A** to this Notice.

Item No. 8

Modification of Campus Activewear Limited Employee Stock Option Plan 2021 – Vision Pool

In order to reward and retain the employees of the Company and to create a sense of ownership and participation amongst them, the shareholders of the Company in their meeting held on 18th December 2021 approved and ratified Campus Activewear Limited Employee Stock Option Plan 2021-Vision Pool (hereinafter referred to as the "Vision Pool 2021").

As per Clause 1.6 of the Vision Pool 2021, considering the IPO of the Company, the Nomination and Remuneration Committee (designated as Compensation Committee) and the Board of Directors had approved and ratified the Vision Pool 2021 in their meeting held on 10th August, 2022 and 12th August 2022 respectively and the same was approved by the Shareholders of the Company on 18th November, 2022.

However, Nomination and Remuneration Committee and Board at its meeting held on 22nd May 2026 and 25th May 2026, respectively recommended the revision in following clauses of the Vision Pool 2021 for the purpose of increase in the options in the pool balance of the Company from 18,00,000 options to 33,00,000 options so that the Company may grant more shares in future to all the employees of the Company, to increase the maximum number of options granted to any eligible employee per grant and to make the necessary changes for making the policy more effective.

As per the above, the following clauses shall stands modified as below:

Clause No.	Existing Clause	Revised Clause
1.5	The Plan is established with effect from 18th December, 2021, on which the Current Shareholders of the Company have approved the Plan and it shall continue to be in force until: (i) its closure by the Compensation Committee or (ii) the date on which all of the Options available for issuance under the Plan have been issued and Exercised, whichever is earlier	The Plan was established with effect from 18th December, 2021, on which the Shareholders of the Company had approved the Plan and it shall continue to be in force until: (i) its closure by the Compensation Committee or (ii) the date on which all of the Options available for issuance or grant under the Plan have been issued or granted or vested or lapsed or Exercised, or (iii) the compensation committee approves non issuance or grant of balance options under the scheme, whichever is earlier
2.1 (xx)	(Earlier there was no Clause 2.1 (xx), new clause is inserted)	**Nominee and legal heirs:** "Nominee or legal heirs" means: (A) an individual nominated by the Eligible Employee in the nomination form provided by the Company along with the Grant Letter, which nomination may be revoked or changed at any time prior to the Exercise of Options in the manner prescribed by the Company; and (B) if no such nomination has been made then the Company may recognize the legal heirs of the Option Holder as the Nominee in accordance with applicable laws, rules and regulations.
3.1	The Current Shareholders of the Company, have vide their resolution dated 18th December, 2021, approved the Plan authorizing the Board to Grant 18,00,000 (eighteen lakhs) Options to the eligible Employees in one or more tranches, from time to time, which in aggregate exercisable into not more than 18,00,000 (eighteen lakhs) Shares of face value of Rs. 5 each fully paid up, with each such Option conferring a right upon the Employees to apply for one Share in the Company, in accordance with the terms and conditions of Plan	The shareholders vide their resolution dated 18th December 2021 approved the pool balance of 1800000 options and vide their further resolution dated 20th August 2026 have approved for increasing the pool balance of the Company from 18,00,000 options to 33,00,000 options to the eligible Employees in one or more tranches, from time to time, which in aggregate exercisable into not more than 33,00,000 (thirty three lakhs) Shares of face value of Rs. 5 each fully paid up, with each such Option conferring a right upon the Employees to apply for one Share in the Company, in accordance with the terms and conditions of Plan.
3.2	The maximum number of Options that may be granted to each Employee shall vary depending upon the designation and the appraisal/assessment process, however, shall not exceed 3,00,000 in number per eligible Employee. However, the Compensation Committee reserves the right to decide the number of Options to be Granted and the maximum number of Options that can be Granted to each Employee within this ceiling.	The maximum number of Options under each grant to each Employee shall vary depending upon the designation and the appraisal/assessment process, however, shall not exceed 10,00,000 in number per eligible Employee per grant. However, the Compensation Committee reserves the right to decide the number of Options to be Granted and the maximum number of Options that can be Granted in each grant to each Employee within this ceiling.

Nomination and Remuneration Committee and Board of Directors at their meeting held on 22nd May 2026 and 25th May 2026 respectively, recommended the proposal for approval of the shareholders of the Company.

Annexure – A

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT.

Information pursuant to 1.2.5 of the Secretarial Standards on General Meetings (SS- 2) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Director seeking appointment/re-appointment.

Sr. No.	Particulars	Details				
1.	Name of Director	Mr. Nikhil Aggarwal	Mr. Anil Kumar Chanana	Mr. Jai Kumar Garg	Mrs. Madumita Ganguli	Mr. Nitin Savara
2.	DIN	01877186	00466197	07434619	00676830	09398370
3.	Age	41 Years	68 Years	66 Years	69 Years	47 Years
4.	Date of First Appointment	24th September 2008	24th September 2021	18th December 2021	24th September 2021	17th November 2021
5.	Qualifications	B.Sc. Degree in Industrial Engineering from Purdue University	CA and Advanced Financial Management Program at Stanford Graduate School of Business	Chartered Accountant, Bachelor of Commerce and Certified Associate of the Indian associate of Bankers	Law Graduate from Delhi University	CA, Lawyer and a Commerce graduate from the University of Delhi
6.	Brief Profile/ Experience/Skills/ Expertise	With over 18+ years of rich experience in the footwear industry, Mr. Nikhil Aggarwal has played a pivotal role in Campus becoming one of India's largest Sports and Athleisure footwear and apparel brand. An alumnus of Purdue University with a B.Sc. in Industrial Engineering, he has also sharpened his leadership through reputed programmes like the "TPG – INSEAD C- Suite Workshop' and 'INSEAD's Leading the Effective Sales Force Programme'. He Continues to Steer Campus towards Strategic growth and global ambitions.	Mr. Anil Kumar Chanana brings over 41+ years of industry expertise, having served as CFO at HCL Technologies Limited. His extensive boardroom experience span across several companies. A Commerce graduate from Delhi University and a member of the ICAI, he also completed a financial management programme at Stanford GSB, underscoring his strong financial and strategic acumen.	A distinguished banking professional, Mr. Jai Kumar Garg is a Chartered Accountant and a certified associate of the Indian Institute of Bankers. He has served as Executive Director at UCO Bank and as Managing Director and CEO at Corporation Bank. His extensive experience in finance, credit, and risk management adds depth to the Board's financial governance capabilities. He holds a Bachelor of Commerce degree from Kurukshetra University.	Mrs. Madhumita Ganguli, a law graduate from the University of Delhi, is a veteran in the housing finance industry with more than three decades at HDFC Limited. In past, she has served as a Member of Executive Management and All India Retail Operations Head at HDFC, responsible for retail lending budgets, monitoring productivity and reviewing product performance. Her expertise has been instrumental in steering the Business Process Re-engineering programme at HDFC, corporate governance and compliance to various statutory regulations within business teams and enhancing the corporation's competitive edge.	Mr. Nitin Savara is a seasoned professional with approximately 23+ years of experience in accountancy, tax, and business advisory services. A Commerce and Law graduate from University of Delhi and a member of the ICAI, he has held leadership roles at Ernst & Young LLP and BMR Advisors LLP. His previous role as Deputy CFO at Zomato Limited showcases his robust command over finance and strategy

Information pursuant to 1.2.5 of the Secretarial Standards on General Meetings (SS- 2) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Director seeking appointment/re-appointment. (Contd.)

Sr. No.	Particulars	Details				
7.	Date and term of appointment/re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	1st September 2026 to 31st August 2031	2nd December 2026 to 1st December 2031	1st September 2026 to 31st August 2031	1st November 2026 to 31st October 2031
8.	Details of remuneration last drawn	2 Crore, 0.75% commission based on PBT	No remuneration was paid except the sitting fee and Commission, the details of which forms part of the Integrated Annual Report	No remuneration was paid except the sitting fee and Commission, the details of which forms part of the Integrated Annual Report	No remuneration was paid except the sitting fee and Commission, the details of which forms part of the Integrated Annual Report	No remuneration was paid except the sitting fee and Commission, the details of which forms part of the Integrated Annual Report
9.	Details of remuneration sought to be paid	2 Crore, 0.75% commission based on PBT	He will be eligible for payment of Sitting Fees and Commission, as payable to other non- executive independent directors of the Company as per the Remuneration Policy of the Company	He will be eligible for payment of Sitting Fees and Commission, as payable to other non- executive independent directors of the Company as per the Remuneration Policy of the Company	She will be eligible for payment of Sitting Fees and Commission, as payable to other non- executive independent directors of the Company as per the Remuneration Policy of the Company	He will be eligible for payment of Sitting Fees and Commission, as payable to other non- executive independent directors of the Company as per the Remuneration Policy of the Company
10.	Shareholding in the Company as on the date of the Notice	36767004 Equity Shares of Rs. 5 each	Nil	Nil	Nil	Nil
11.	Directorships in other Boards (including Listed entities)	**Listed Entities:** Nil **Others:** 1. Action Drilling Private Limited	**Listed Entities:** 1. Coforge Limited 2. Route Mobile Limited 3. Sagility Limited **Others:** 1. IGT Solutions Private Limited 2. Servacio Consulting Private Limited 3. GEBBS Healthcare Solutions Private Liimited	**Listed Entities:** Nil **Other:** NKC Projects Private Limited	**Listed Entities:** 1. Indraprastha Medical Corporation Limited 2. CL Educate Limited **Others:** 1. People Home Finance Limited 2. Centrum Housing Finance Limited 3. Dexit Global Limited 4. Payu Finance India Limited	**Listed Entities:** 1. Honda India Power Products Limited 2. Physicswallah Limited **Others:** 1. Honda Cars India Limited 2. Vaniveka India private Limited 3. Allied Nippon private Limited 4. Vaniveka Global Private Limited
12.	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil	1. Cohance Lifesciences Limited 2. Medi Assist Healthcare Services Limited 3. DFM Foods limited	Nil	Nil	Nil

Information pursuant to 1.2.5 of the Secretarial Standards on General Meetings (SS- 2) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Director seeking appointment/re-appointment. (Contd.)

Sr. No.	Particulars	Details				
13.	Membership/ Chairmanship of Committees of other Boards	Nil	**Route Mobile Limited:** • Audit Committee-Chairman • Risk management Committee- Chairman • Nomination and Remuneration Committee- Member **Sagility Limited:** • Audit Committee- Chairman • Risk management Committee- Chairman **Coforge Limited:** Audit Committee- Chairman Risk management Committee- Member	Nil	**CL Educate Limited:** • Audit Committee- Member **Indraprastha Medical Corporation Limited:** • Audit Committee- Member • Nomination and Remuneration Committee – Member **Dexit Global Limited:** • Audit Committee- Member **People Home Finance Limited:** • Nomination and Remuneration Committee – Chairman • Audit Committee- Member **Payu Finance India Private Limited:** • Nomination and Remuneration Committee – Chairman • Audit Committee- Member • Risk Management Committee- Member	**Honda India Power products Limited:** • Audit Committee - Member • Risk Management Committee- Member **Physicswallah limited:** • Audit Committee- Chairman • Nomination and Remuneration Committee- Member • Stakeholder Relationship Committee- Member • Risk Management Committee- Member **Honda Cars India Limited:** • Audit Committee- Chairman • Nomination and Remuneration Committee- Member • Corporate Social Responsibility Committee: Member

Information pursuant to 1.2.5 of the Secretarial Standards on General Meetings (SS- 2) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Director seeking appointment/re-appointment. (Contd.)

Sr. No.	Particulars	Details				
14.	Number of Board meetings attended	4 out of total 4 Board meetings held during the FY 2025-26	4 out of total 4 Board meetings held during the FY 2025-26	4 out of total 4 Board meetings held during the FY 2025-26	4 out of total 4 Board meetings held during the FY 2025-26	4 out of total 4 Board meetings held during the FY 2025-26
15.	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Mr. Nikhil Aggarwal is not related to any Director except Mr. Hari Krishan Agarwal. Mr. Nikhil Aggarwal is son of Mr. Hari Krishan Agarwal.	He is not related to any of the Director or Key Managerial Personnel of the Company.	He is not related to any of the Director or Key Managerial Personnel of the Company.	She is not related to any of the Director or Key Managerial Personnel of the Company.	He is not related to any of the Director or Key Managerial Personnel of the Company.