

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“the Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“the Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (“the Postal Ballot”) only by way of remote e-voting (“e-voting”) for the following special resolutions:

S.No.	Particulars
1.	Appointment of Ms. Rakshanda Jain (DIN: 10919059) as a Non-Executive Woman Independent Director
2.	Change in designation of Mr. Raj Kumar Agarwal (DIN: 00127215) from Chairman & Managing Director to Chairman & Whole Time Director of the Company
3.	Change in designation of Mr. Pramod Kumar Agarwal (DIN: 00108167) from Executive Director to Whole Time Director of the Company
4.	Change in designation of Mr. Naresh Kumar Agarwal (DIN: 00106649) from Whole Time Director to Managing Director of the Company

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed



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resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”).

The Board has appointed Mr. Gaurav Goyal, (M. No.: F13147, CP No.22052), proprietor of M/s Gaurav G & Associates (Unique code S2025RJ1004900), Practicing Company Secretary, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot/e-voting process in a fair and transparent manner. In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the Bigshare Services Private Limited (“Bigshare”) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. IST on Thursday, February 06, 2025
Conclusion of e-voting period	5.00 p.m. IST on Friday, March 07, 2025
Cut-off date for eligibility to vote	Friday, January 31, 2025

The e-voting facility will be disabled by Bigshare immediately after 5.00 p.m. IST on Friday, March 07, 2025, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within two working days from the conclusion of the e-voting period to the BSE Limited. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. March 07, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.



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SPECIAL BUSINESS:

Item no. 1: - Appointment of Ms. Rakshanda Jain (DIN: 10919059) as a Non-Executive Woman Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded to appoint Ms. Rakshanda Jain (DIN:10919059), as a Non-Executive Woman Independent Director of the Company for a period of 5 (five) years with effect from 24th March, 2025 to 23rd March, 2030 who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act and she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Ms. Rakshanda Jain, be paid such sitting fees as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board or Company Secretary be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Item no. 2: - Change in designation of Mr. Raj Kumar Agarwal (DIN: 00127215) from Chairman & Managing Director to Chairman & Whole Time Director of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**



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“**RESOLVED THAT** pursuant to the provisions of Sections 149, 196, 197 & 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereto or re-enactment thereof for the time being in force) and subject to such other approval/permissions, if any, as may be required and at the recommendation of Board of Directors and Nomination & Remuneration Committee, the approval of the Members of the Company be and is hereby accorded to re-designate Mr. Raj Kumar Agarwal (DIN: 00127215) as Chairman & Whole Time Director of the Company for the term of 3 (Three) years with effect from 07th March, 2025 to 06th March, 2028 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Raj Kumar Agarwal.

RESOLVED FURTHER THAT Mr. Raj Kumar Agarwal shall be Key Managerial Person of the Company as defined under Section 203 of Companies Act, 2013 read with Rules made thereunder.

RESOLVED FURTHER THAT the Executive Director(s) and the Company Secretary of the Company be and are hereby severally authorized to take all such steps, acts, deeds and things as may be required, desirable or expedient to give effect to this resolution.”

Item no. 3: - Change in designation of Mr. Pramod Kumar Agarwal (DIN: 00108167) from Executive Director to Whole Time Director of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereto or re-enactment thereof for the time being in force) and subject to such other approval/permissions, if any, as may be required and at the recommendation of Board of Directors and Nomination & Remuneration Committee, the approval of the Members of the Company be and is hereby accorded to re-designate Mr. Pramod Kumar Agarwal (DIN:



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00108167) as Whole Time Director of the Company, for the term of 3 (Three) years with effect from 07th March, 2025 to 06th March, 2028 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Pramod Kumar Agarwal and who shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Pramod Kumar Agarwal shall be Key Managerial Person of the Company as defined under Section 203 of Companies Act, 2013 read with Rules made thereunder.

RESOLVED FURTHER THAT the Executive Director(s) and the Company Secretary of the Company be and are hereby severally authorized to take all such steps, acts, deeds and things as may be required, desirable or expedient to give effect to this resolution.”

Item no. 4: - Change in designation of Mr. Naresh Kumar Agarwal (DIN: 00106649) from Whole Time Director to Managing Director of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereto or re-enactment thereof for the time being in force) and subject to such other approval/permissions, if any, as may be required and at the recommendation of Board of Directors and Nomination & Remuneration Committee, the approval of the Members of the Company be and is hereby accorded to re-designate Mr. Naresh Kumar Agarwal (DIN: 00106649) as Managing Director of the Company for the term of 3 (Three) years with effect from 07th March, 2025 to 06th March, 2028 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Naresh Kumar Agarwal and who shall be liable to retire by rotation.



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RESOLVED FURTHER THAT Mr. Naresh Kumar Agarwal shall be Key Managerial Person of the Company as defined under Section 203 of Companies Act, 2013 read with Rules made thereunder.

RESOLVED FURTHER THAT the Director(s) and the Company Secretary of the Company be and are hereby severally authorized to take all such steps, acts, deeds and things as may be required, desirable or expedient to give effect to this resolution.”

By the Order of Board of Directors
for Lehar Footwears Limited

Date: 27th January, 2025
Place: Jaipur

Sd/-
Ritika Poddar
Company Secretary & Compliance Officer
ACS No.: 65615

Registered Office: A-243 (A) Road
No.6, V.K.I. Area, Jaipur 302013 RJ



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Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the LODR Regulations, stating all material facts and the reason/rationale for proposed resolutions is annexed herewith.
2. In compliance with the circulars, the Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as provided by Bigshare Services Private Limited ("RTA") as on Friday, January 31, 2025 ("cut-off date"). The Postal Ballot Notice is being sent to Members in electronic form to the e-mail IDs registered with their Depository Participant and the Company's Registrar and Share Transfer Agents ("RTA").
3. Members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, January 31, 2025 ("cut-off date") will be considered for the purpose of voting in proportion to their share in the paid-up Equity Share capital of the Company as on the cutoff date. A person who is not a member on the cut-off date should treat the Notice for information purposes only. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members, and shall be deemed to have been passed on the last date of voting, i.e. Friday, March 07, 2025.
4. In compliance with provisions of Section 108 and 110 and other applicable provisions of the Act read with rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') the Company is pleased to offer e-voting facility to all the Members of the Company. The e-voting period commences at 9:00 a.m. (IST) on Thursday, February 06, 2025 and ends at 5:00 p.m. (IST) on Friday, March 07, 2025. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by Bigshare upon expiry of the aforesaid period.
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.leharfootwear.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
6. Members cannot exercise votes by proxy on Postal Ballot.



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7. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19”, General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021, 21/2021 dated January 13, 2021 December 14,2021, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as “the Circulars”), advised companies to conduct postal ballot by sending e-mails to all its members who have registered their email addresses with the Company or depository/ depository participants. Accordingly, this notice is being sent to members who have registered their email addresses. In accordance with the aforesaid circulars, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
8. Pursuant to Section 101 and 136 of the Act read with Companies (Management and Administration Rules), 2014, companies can serve all the relevant communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the company are requested to submit their request with their valid e-mail address to the company. Members are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.
9. All the members are requested to intimate their present residential address and valid contact no. and e-mail ids to the RTA of the company or at the Registered Office of the company to ensure the effective communication of future corporate actions.
10. Company has appointed Mr. Gaurav Goyal, (M. No.: F13147, CP No.22052), proprietor of M/s Gaurav G & Associates (Unique code S2025RJ1004900), Practicing Company Secretary as Scrutinizer to scrutinize votes cast electronically in a fair and transparent manner. The Results along with the Report of the Scrutinizer shall be placed on the website of the Company viz. www.leharfootwear.com and shall be communicated to all the stock exchanges where the



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shares of the Company are listed within two working days of the conclusion of e-voting of the postal ballot.

11. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
12. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. March 07, 2025. Members may send their requests to csc@leharfootwear.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
13. In case of any queries regarding postal ballot, the members may write to csc@leharfootwear.com to receive an email response.
14. **E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:**
 - i. The voting period begins on 9:00 a.m. (IST) on Thursday, February 06, 2025 and ends at 5:00 p.m. (IST) on Friday, March 07, 2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, January 31, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
 - ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would



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be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System My easi Tab and then use your existing my easi username & password.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at</p>



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	<p>https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p>



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	<p>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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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. CDSL and NSDL

Login type	Helpdesk details
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.
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- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>



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- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right-hand side top corner of the page.



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- Cast your vote by selecting an appropriate option “IN FAVOUR”, “NOT IN FAVOUR” or “ABSTAIN” and click on “SUBMIT VOTE”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
 - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).



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- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder ‘s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338



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Annexure to the Notice

Explanatory Statement pursuant to Section 102(1) of the Act and Regulation 36(3) of the SEBI Listing Regulations:

Item No. 1

Appointment of Ms. Rakshanda Jain (DIN:10919059) as a Non-Executive Woman Independent Director

As per the provisions of Regulation 17 of the SEBI Listing Regulations, if the executive chairman of the listed entity is a promoter, at least one half of the board of the company shall consist of Independent Directors. The said Regulation further provides that if the listed entity becomes non-compliant with respect to the above provisions, due to expiration of the term of office of any director, the resulting vacancy shall be filled by the listed entity not later than the date such office is vacated. Mrs. Preeti Goyal, one of an Independent Director, is going to complete her second term from the close of business hours on 25th March 2025. Hence, consequent upon the completion of her term, it is required to appoint an Independent Director on the Board of the Company with immediate effect.

Ms. Rakshanda Jain is proposed to be appointed as a Non-Executive Woman Independent Director for first term of 5 (five) consecutive years with effect from 24th March, 2025, pursuant to Section 149, 150, 152 (including other applicable provisions if any) of the Companies Act, 2013 and Rules thereof including amendments thereunder, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including amendments thereunder and based on the recommendation of Nomination and Remuneration Committee. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 and Rules thereof including amendments thereunder, proposing the candidature of Ms. Rakshanda Jain for the office of Director of the Company.

Ms. Rakshanda Jain is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013 and Rules thereof including amendments thereunder and has given her consent to act as director. The Company has also received declaration from Ms. Rakshanda Jain that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules thereof including amendments thereunder and Regulation 16 (1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendments thereunder.

Pursuant to amendment to Schedule II, Part D Para A(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 1st January 2022, for every



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appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director.

The Board is of the opinion that Ms. Rakshanda Jain fulfills the conditions specified in the said Act and the Rules made thereunder and also possess appropriate balance of skills, requisite expertise and experience (including the proficiency) and knowledge and she is a person of high integrity and repute so as to enable the Board to discharge its functions and duties effectively. In the opinion of the Board of Directors, Ms. Rakshanda Jain is independent of the management of the Company and fulfils the conditions specified in the Act, and the rules made thereunder for appointment as an Independent Director.

Additional Details and Brief Profile of the Director, Ms. Rakshanda Jain whose appointment as Independent Director is proposed at Item No.1, is provided in the "Annexure" to the Notice pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Ms. Rakshanda Jain none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this resolution.

Item No. 2, 3 & 4

The Company has recently diversified its operations into new areas, resulting in an expansion of its business activities. Consequently, the scope of the company's objectives has broadened. To ensure effective compliance with legal and regulatory requirements, as well as to enhance the smooth and efficient management of the company's operations, the Board of Directors has decided to restructure the composition of the Board to align with the Company's expanded business activities.

In this regard, at the Board meeting held on 27th January, 2025, it was decided to redesignate the positions of the Directors as follows:

- Mr. Raj Kumar Agarwal, who is currently serving as Chairman and Managing Director, will now be redesignated as Chairman & Whole Time Director.
- Mr. Pramod Kumar Agarwal, currently an Executive Director, will be redesignated as Whole Time Director.



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- Mr. Naresh Kumar Agarwal, who presently holds the position of Whole-Time Director, will now be redesignated as Managing Director.

Additionally, the Directors have decided to revise the remuneration structure for the executive directors, reflecting their increased responsibilities and the Company's evolving business landscape.

Revision of Remuneration as follows:

- Total Emoluments including allowances: Rs 4,50,000 per month:
Allowances includes conveyance allowance, leave travel allowance, bonus, uniform allowance, special allowance and other allowance.
- Perquisites:
In addition to salary, the Directors shall be entitled to the following perquisites:

Reimbursement of medical expenses (whether in India or abroad) and medical insurance premium for self and family, use of car with driver and telephone, rent free accommodation, internet facilities at residence, water and electricity expenses and mobile phone facility, personal accident insurance and other insurance policies obtained by the Company and such other perquisites as may be determined by the Board from time to time.
- The Directors shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein:
Contribution to the Provident Fund, Contribution to Gratuity Fund as per the rules of the Company & as per the Gratuity Act and Encashment of leave as per rules of the Company.
- Perquisites and allowances together with the salary payable as aforesaid shall be paid in case of no profit or inadequacy of profit, which permissible under Schedule V of the Companies Act, 2013

Any other payments which the Board or NRC may decide to pay to the employees including working directors in such manner and for such purpose as may be decided by the Board or the NRC provided that such other payments payable to him together with salary and other emoluments or its structure shall not exceed the limits prescribed under the Companies Act, 2013 or any amendment thereto or re-enactment thereof or under applicable regulations prescribed by SEBI.



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The Board recommends the Special Resolution as set out at item no. 2,3 & 4 in the Notice for approval by the members.

None of the Director except Mr. Raj Kumar Agarwal, Mr. Pramod Kumar Agarwal, Mr. Naresh Kumar Agarwal and Mr. Sanjay Kumar Agarwal being the Directors and Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out at item no. 2,3 & 4 of the Notice.

Disclosures as required under Schedule V Part II Section II-Paragraph B (iv) is provided hereunder:

I. General Information

1. Nature of Industry: To carry on the business of manufacturing, buying, selling, reselling, importing, exporting or supplying, trading, dealing in footwears, clothing & all type of tools & equipment, all parts, components, accessories, kit of any combination of materials and raw materials and all articles, in India or elsewhere.
2. Date of Commencement of Commercial production: Production of the Company was started in 21st April, 1995 and Company is already in Operation.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. Not applicable.
4. Financial performance based on given indicators: Financial performance of the Company during last three year:

(In lakhs)

Financial Parameters	Financial Year		
	2023-24	2022-23	2021-22
Total Revenue	19,508.81	20,330.87	13,882.03
Net profit after tax as per Statement of Profit and Loss	655.81	512.99	250.55
Other Comprehensive income	1.08	4.31	918.18
Total Comprehensive income for the year	656.89	517.30	1,168.72

5. Foreign Investment or collaborations, if any: No such investment or collaboration yet.

II. Information about the Appointee:

Information about appointee mentioned under the head “Details of directors seeking appointment/ re-appointment” which is part of this notice.



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III. Other Information

1. Reasons of loss or inadequate profits: The Company may have losses or inadequate profit due to reasons like change in market conditions, change in global economic conditions and the industry has to face various internal & external challenges.
2. Steps taken or proposed to be taken for improvement: The Company has embarked on a series of strategic and operational measures that is expected to result in an improvement in the present position.
3. Expected increase in productivity and profit in measurable terms: The Company is taking adequate steps for improvement.

Details of directors seeking appointment/ re-appointment

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India]

Name	Ms. Rakshanda Jain	Mr. Raj Kumar Agarwal	Mr. Pramod Kumar Agarwal	Mr. Naresh Kumar Agarwal
Designation	Non-Executive Woman Independent Director	Chairman & Whole Time Director	Whole Time Director	Managing Director
DIN	10919059	00127215	00108167	00106649
Age & DOB	28 years & 15-10-1996	65 Years & 08-08-1959	61 Years & 01-01-1964	53 Years & 01-01-1972
Qualifications	Company Secretary	B. Com	B. Com	B. Com
Brief profile	Ms. Rakshanda Jain is an Associate Member of the Institute of Company Secretaries of India (ICSI) and has approximately 4 years of experience as a	Raj Kumar Agarwal, a commerce graduate, has been associated with the company since its incorporation. He brings his expertise in	Pramod Kumar Agarwal, a commerce graduate, has been leading the company in the fields of finance, accounts, and marketing, bringing his	Naresh Kumar Agarwal, a commerce graduate, has been associated with the company since its incorporation and brings



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	Company Secretary. She has extensive expertise in company law, accounting, and finance matters. Currently, she serves as a Company Law and Management Consultant.	finance, accounting, and marketing and has been instrumental in transforming the company into a leading player in the industry and extending its reach across India.	expertise to drive growth and innovation.	More than 30 years of experience in the footwear industry. He is responsible for overall strategic decision-making and provides leadership to all operations.
Date of original Appointment	NA	March 31, 1994	September 29, 2022	March 31, 1994
Terms and Conditions of appointment/re appointment	As mentioned in the explanatory statement annexed to the Notice	As mentioned in the explanatory statement annexed to the Notice	As mentioned in the explanatory statement annexed to the Notice	As mentioned in the explanatory statement annexed to the Notice
In case of independent director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Ms. Rakshanda Jain, with her expertise as an Associate Member of the Institute of Company Secretaries of India (ICSI), is well-equipped to fulfil these requirements. Her 4 years of experience as a Company Secretary have provided her	NA	NA	NA



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	<p>with a solid foundation in company law, accounting, and finance matters.</p> <p>Furthermore, her current role as a Company Law and Management Consultant demonstrates her capability to offer objective, strategic guidance and support, ensuring compliance with legal and regulatory standards while safeguarding the interests of the company.</p>			
Remuneration last drawn (FY 2023-24) (including sitting fees, if any)	NA	41.32 Lakh	36.29 Lakh	41.32 Lakh
Remuneration proposed to be paid	As per the resolution at item no. 1 of this Notice	As mentioned in the explanatory statement item no. 2, 3 & 4 annexed to the Notice	As mentioned in the explanatory statement item no. 2, 3 & 4 annexed to the Notice	As mentioned in the explanatory statement item no. 2, 3 & 4 annexed to the Notice
Nature of expertise in specific functional area	Her current role as a Company Law and Management	He brings his expertise in marketing.	He brings his expertise in production & marketing.	He brings his expertise in production,

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	<p>Consultant further enhances her proficiency in providing strategic advice on legal and financial matters, ensuring that businesses adhere to statutory requirements while optimizing their governance and management practices. This blend of legal, financial, and governance knowledge equips her with the ability to navigate complex corporate environments effectively.</p>			<p>finance & accounting.</p>
<p>Disclosure of relationship between other directors & KMP's</p>	<p>NA</p>	<p>Brother of Mr. Pramod Kumar Agarwal and Uncle of Mr. Naresh Kumar Agarwal and Father of Mr. Sanjay Kumar Agarwal</p>	<p>Brother of Mr. Raj Kumar Agarwal and Uncle of Mr. Naresh Kumar Agarwal & Mr. Sanjay Kumar Agarwal</p>	<p>Nephew of Mr. Raj Kumar Agarwal and Mr. Pramod Kumar Agarwal and Cousin of Mr. Sanjay Kumar Agarwal</p>

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Number of meetings of the Board attended during the year starting from the 01 st April, 2024 to till the notice of postal ballot	NA	11	10	11
Directorship held in Other public company as on date of notice.	Nil	Nil	Nil	Nil
Chairmanship/ Membership of committees of other Public Companies as on date of notice.	Nil	Nil	Nil	Nil
Shareholding in the company as on date of notice	Nil	17,42,618	14,63,632	15,18,566
Name of other Directors Interested in the Resolution	Nil	Mr. Pramod Kumar Agarwal & Mr. Naresh Kumar Agarwal	Mr. Raj Kumar Agarwal & Mr. Naresh Kumar Agarwal	Mr. Raj Kumar Agarwal & Mr. Pramod Kumar Agarwal

By the Order of Board of Directors
for Lehar Footwears Limited

Date: 27th January, 2025
Place: Jaipur

Sd/-
Ritika Poddar
Company Secretary & Compliance Officer
ACS No.: 65615

Registered Office: A-243 (A) Road
No.6, V.K.I. Area, Jaipur 302013 RJ



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