

Libas Consumer Products Limited

(formerly known as Libas Designs Limited)

CIN: L18101MH2004PLC149489

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POSTAL BALLOT NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Members,

NOTICE is hereby given, in accordance with Section 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") including any amendment thereof, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13 April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, General Circular No 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 8, 2021; General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 ("General Circulars") issued by the Ministry of Corporate Affairs (the "MCA") for seeking the approval of the Shareholders of Libas Consumer Products Limited (the "Company") for the business set out hereunder through Postal Ballot through remote e-voting ("Postal Ballot/ E-Voting").

MCA in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/E-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Moreover, in terms of the General Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the General Circulars.

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed M/s SARK & Associates, Company Secretaries, as the Scrutinizer for conducting the voting process through Postal Ballot / E-Voting in accordance with the law and in a fair and transparent manner.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged National Securities Depository Limited ("NSDL") to provide e-voting facility for its Members. The E-Voting facility is available at the link www.evoting.nsdl.com from 09:00 AM on Tuesday, February 14, 2023 up to 05:00 PM on Wednesday, March 15, 2023. E- Voting module will be blocked by NSDL at 05:00 PM on Wednesday, March 15, 2023 and voting shall not be allowed beyond the said date and time.

The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by NSDL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before Friday, March 17, 2023 and shall be communicated to NSE where the equity shares of the Company is listed. The results of the Postal Ballot/E-Voting will also be displayed on the Company's website at www.libasdesignsltd.com and on the website of NSDL at www.evoting.nsdl.com.

The last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

Item No. 1

Appointment of Mrs. Kalpana Kumari (DIN: 08659377) as an Independent Director of the Company

To consider and pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Kalpana Kumari (DIN: 08659377) who was appointed as an Additional Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for the first term of 5 years w.e.f. December 28, 2022 to December 27, 2027, subject to review of annual performance and whose term of office shall not be liable to retirement by rotation."

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Directors of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Item No. 2

Appointment of Mrs. Pooja Hindia (DIN: 09840237) as an Independent Director of the Company

To consider and pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Pooja Hindia (DIN: 09840237) who was appointed as an Additional Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for the first term of 5 years w.e.f. December 28, 2022 to December 27, 2027, subject to review of annual performance and whose term of office shall not be liable to retirement by rotation.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Directors of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Item No. 3

Appointment of Mr. Aman Ganji (DIN: 08297512) as Wholetime Director of the Company

To consider and pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents and permissions as may be required, Mr. Aman Ganji (DIN: 08297512), who was appointed as an Additional Director of the Company with effect from December 28, 2022 pursuant to provisions of Section 161 and the Articles of Association of the Company to act as Executive Director of the Company and who holds office upto the date of next Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the shareholders of the Company be and is hereby accorded for the appointment of Mr. Aman Ganji (DIN: 08297512), as a Whole-time Director of the Company, for a period of 5 (five) years with effect from December 28, 2022 liable to retire by rotation, on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto and be paid such remuneration, as may be determined by the Board or a duly

constituted Committee thereof, from time to time, within the maximum limits of remuneration for Whole-time Directors approved by the Members of the Company.

RESOLVED FURTHER THAT remuneration of INR 12 lakh shall be paid and no other perquisites and incentives shall be payable.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Directors of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**For and on the behalf of,
Libas Consumer Products Limited**

**Riyaz EqbalGanji
Whole Time Director
DIN: 02236203**

**December 28, 2022
Mumbai**

IMPORTANT NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours till the conclusion of the Postal Ballot voting period, i.e., July 28, 2021.
3. The Postal Ballot Notice is being sent to the shareholders of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, June 25, 2021.
4. The Postal Ballot Notice is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. The Postal Ballot Notice will also be available on the Company’s website at www.libasdesignsltd.com, on the website of the Stock Exchange i.e. National Stock Exchange of India Limited, at www.nseindia.com, and on the website of NSDL, i.e., www.evoting.nsdl.com
5. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s). Members may note that the Company has additionally enabled a process for the limited purpose of receiving shareholder communications during the calendar year 2021 and the Members may update their email address by accessing, cs@libas.co.in
6. Shareholders are requested to vote through the remote e-voting process only.
7. Shareholders whose names appear in the Register of Members/List of Beneficial Owners as on the Cut Off date, i.e., Friday, February 10, 2023, will be considered for the purpose of e-voting.

8. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
9. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, February 10, 2023. A person who is not a shareholder on the said cut-off date should treat this notice for information purpose only.
10. In compliance with the provisions of Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically, through the e-voting service facility arranged by NSDL, and the business may be transacted through such voting. The instructions for e-voting are provided as part of this Postal Ballot Notice.
11. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instruction relating to e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 5:00 P.M. on Wednesday, March 15, 2023, failing the said it will be strictly considered that no vote has been received from that particular shareholder.
12. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the voting process. The results shall be announced by the Chairman or in his absence by any Director of the Company on Friday, March 17, 2023 at the Registered Office of the Company and be communicated to National Stock Exchange of India Limited ("NSE") and National Securities Depository Limited ("NSDL").
13. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Wednesday, March 15, 2023 through the e-voting process.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER

The remote e-voting period begins on 09:00 AM on Tuesday, February 14, 2023 up to 05:00 PM on Wednesday, March 15, 2023. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. February 10, 2023.

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 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. | <p>1. 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.</p> <p>2. 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</p> <p>3. 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div> |

| | |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 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 to Easi/Easiest facility are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period. Additionally, there are 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, 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 from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number & e-mail as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of all e-voting Service Providers. |
| <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. 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.</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. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000. |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.

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

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1 & 2

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mrs. Kalpana Kumari (DIN: 08659377) and Mrs. Pooja Hindia (DIN: 09840237) as an Additional Independent Directors of the Company with effect from December 28, 2022.

In accordance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act appointment of Independent Director requires approval of the shareholders. Further, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, Mrs. Kalpana Kumari and Mrs. Pooja Hindia would require approval of shareholders of the Company.

As per the provisions of Section 149 of the Act read with Regulation 25 of the Listing Regulations Independent Directors shall hold office for a term upto five consecutive years on the Board of a company and is not liable to retire by rotation.

The Company has received a Notice under Section 160 of the Act from a shareholder in writing proposing the candidature of Mrs. Kalpana Kumari and Mrs. Pooja Hindia for appointment as an Independent Directors of the Company. Mrs. Kalpana Kumari and Mrs. Pooja Hindia have given a declaration to the Board that they meet the criteria of Independence as provided under Section 149 (6) of the Act and Regulation 16(1) (b) of the Listing Regulations.

In the opinion of the Board, Mrs. Kalpana Kumari and Mrs. Pooja Hindia fulfil the conditions specified in the Act and Rules made thereunder and the Listing Regulations for appointment as an Independent Directors and they are independent of management. The Board recommends their appointment as an Independent Directors for five (5) consecutive years effective from December 28, 2022.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mrs. Kalpana Kumari and Mrs. Pooja Hindia as an Independent Directors is now being placed before the shareholders for their approval. In terms of Regulation 17(1)(C) of the Listing Regulations and other applicable provisions, the appointment of Mrs. Kalpana Kumari and Mrs. Pooja Hindia as Independent Directors is being placed for the approval of the shareholders within the stipulated time frame.

A brief profile of Mrs. Kalpana Kumari and Mrs. Pooja Hindia, the nature of their expertise in specific functional areas, disclosure of relationships between directors, inter-se, names of companies in which they hold Directorship, Committee Memberships/ Chairmanships, shareholding etc., are provided herein.

Brief Profile of Mrs. Kalpana Singh

Mrs. Kalpana Singh is qualified Company Secretary and has completed Masters of Law in the year 2016 and 2017 respectively. She has wide range of experience in handling various compliance and legal matter.

She is working as Company Secretary with Advanced Medtech Solutions Pvt. Ltd. from July, 2022. Prior to her association with Advanced Medtech, she was practicing company secretary from Janaury, 2020 to March, 2022. Prior to work as practicing company secretary, she had worked with Excelsource Internatinal Private Limited as Assistant Legal Manager cum Company Secretary and Consultant from 2017 to 2019.

Brief Profile of Mrs. Pooja Hindia

Mrs. Pooja Hindia is qualified Company Secretary and has Bachelor of Commerce in the year 2014 and 2017 respectively. She has wide range of experience in handling various compliance, drafting and legal matter.

She is working as Company Secretary with Jhajjar KT Transco Pvt. Ltd. from December, 2022. Prior to her association with Jhajjar KT, she had worked with Advaced Medtech Solutions Private Limited from

December, 2021 to July, 2022 as Company Secretary. Prior to her association with Advanced Medtech, she had worked with AU Small Finance Bank Limited from March, 2020 to December 2021 as Money Officer. Prior to that she had worked with M/s J. J. Gandhi & Co. and Pantomath Capital Advisors on different position from 2016 to 2020.

None of the Directors or Promoters or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 1 & 2 of the accompanying notice. The Board recommends the resolution at Item no. 1 & 2 to be passed as Special Resolution.

Item No. 3

The Board of Directors of the Company ('the Board') at the meeting held on December 28, 2022, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the appointment of Mr. Aman Ganji as a Director and also as a Wholetime Director of the Company for five years with effect from December 28, 2022 till December 27, 2027, as set out in the Resolution.

Remuneration of Mr. Aman is detailed below:

1. Salary shall be INR 1,200,000/- per annum
2. Salary shall be not exceed limits specified under the Companies Act, 2013
3. No other perquisites and benefits shall be payable except reimbursement of expenses.

Brief profile of Mr. Aman Ganji

He has completed BMS from Mumbai University and working with Libas' for the last three years.

Under Libas, he is managing online business and has expertise in online and offline marketing. He has also promoted various retail store. He has placed Libas on e-commerce websites like Flipkart, Alibaba etc.

Except Mr. Riyaz Ganji and Mrs. Reshma Ganji being Promoter and Key Managerial Personnel of the Company and Parents of Mr. Aman Ganji are interested in this resolution. . None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

Additional Information of Directors seeking appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided herein below:

| | | |
|--|---|---|
| Name of Director | Mrs. Kalpana Kumari | Mrs. Pooja Hindia |
| Age | 36 years | 28 years |
| Date of First Appointment | December 28, 2022 | December 28, 2022 |
| Qualification | Bachelor of Commerce, Master of Law and CS | Bachelor of Commerce and CS |
| Profile and Expertise | She has experience of more than five years in legal and compliance field with various industries | She has experience of more than six years in finance, legal and compliance field with various industries |
| Terms and conditions of appointment/re-appointment | Appointment as an Independent Director for a period commencing from December 28, 2022 to December 27, 2027. | Appointment as an Independent Director for a period commencing from December 28, 2022 to December 27, 2027. |
| Remuneration last drawn (including sitting fees, if any) | Not Applicable | Not Applicable |
| Remuneration proposed to be paid | Sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board and reimbursement of expenses. | Sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board and reimbursement of expenses. |
| Relationship with other Directors, Manager and Key Managerial Personnel | Nil | Nil |
| No. of Board Meetings attended during the year | Not Applicable | Not Applicable |
| Number of shares held in the Company, Individually or Jointly | Nil | Nil |
| Directorship and Committee memberships (Excluding Libas) | Nil | Nil |
| Names of listed entities from which a person has resigned in the past three years | Nil | Nil |

| | |
|--|---|
| Name of Director | Mr. Aman Ganji |
| Age | 25 years |
| Date of First Appointment | December 28, 2022 |
| Qualification | BMS from Mumbai University |
| Profile and Expertise | He is managing online business of the Company |
| Terms and conditions of appointment/re-appointment | Appointment as Wholetime Director for five years with effect from December 28, 2022. |
| Remuneration last drawn (including sitting fees, if any) | Not Applicable |
| Remuneration proposed to be paid | INR 12 lakh |
| Relationship with other Directors, Manager and Key Managerial Personnel | Son of Mr. Riyaz Ganji and Mrs. Reshma Ganji, Promoters and holding Key Managerial Positions in the Company |
| No. of Board Meetings attended during the year | Not Applicable |
| Number of shares held in the Company, Individually or Jointly | Nil |
| Directorship and Committee memberships (Excluding Libas) | Nil |
| Names of listed entities from which a person has resigned in the past three years | Nil |

**For and on the behalf of,
Libas Consumer Products Limited**

**Riyaz EqbalGanji
Whole Time Director
DIN: 02236203**

**December 28, 2022
Mumbai**