

Date: 26th March, 2024

General Manager- DCS
BSE Limited,
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai- 400001
Code: 514322

Sub: Notice of Postal Ballot of Kamadgiri Fashion Limited ('the Company')

Dear Sir/ Madam,

This is with reference to our letter dated 22nd April, 2024, wherein it was informed that the Board of Directors of the Company seeking approval of the Member(s) of the Company for Approval for Transfer of its Business Undertaking Comprising the Fabric Distribution Division and Made-to-Measure Business, to Tritoma Fashion Lab Private Limited (formerly known as Tritoma Hotels Private Limited).

In this regard, please find enclosed the Notice of Postal Ballot ('Notice') together with the Explanatory Statement being sent to the members of the Company.

In compliance with the provisions of the General Circular No. 09/2023 dated September 25, 2023 and other relevant Circulars issued by the Ministry of Corporate Affairs from time to time, this Notice is being sent only through electronic mode to all the members whose e-mail ids are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Tuesday, 23rd April, 2024 ('Cut-off date').

The Company has engaged the services of the Link Intime India Private Limited to provide a remote e-voting facility to its members. The remote e-voting period will commence on Monday, 29th, 2024 from 09.00 A.M. IST and ends on Tuesday, 28th May, 2024 at 5.00 P.M. IST. The remote e-voting module shall be disabled by Link Intime India Private Limited thereafter. The instructions for remote e-voting form part of the 'Notes' section in the enclosed Notice.

The results of the Postal Ballot will be announced on or before 05.00 P.M. IST on Thursday, 30th May, 2024.

Kindly take the above on record.

Thanking You.

Yours Faithfully,

For Kamadgiri Fashion Limited

Siddhant Singh
Company Secretary Cum Compliance Officer



KAMADGIRI FASHION LIMITED

CIN: L17120MH1987PLC042424

Registered Office: 202, Rajan House, 2nd Floor, Appa Saheb Marathe Marg, Prabhadevi, Mumbai - 400025

Tel. No.: (+91 22) 6666 2904

Website: www.kflindia.com | E-mail: cs@kflindia.com

POSTAL BALLOT NOTICE

The notice ("**Notice**") is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and all other applicable provisions of the Act and rules framed thereunder, read with General Circular 09/2023 dated September 25, 2023 and other relevant and applicable circulars issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations, 2015**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, and any other applicable laws, rules and regulations including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, the following special business is proposed to be passed by way of Special Resolution by the Members of Kamadgiri Fashion Limited ("**Company**") by means of Postal Ballot only by remote e-voting process ("**remote e-voting**" or "**e-voting**").

A statement pursuant to Section 102 of the Companies Act, 2013 ("Explanatory Statement") read with Listing Regulations, 2015, setting out material facts relating to the following special business is annexed hereto and forms part of the Notice.

In accordance with Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, 2015, the Company has engaged the services of Link Intime India Private Limited for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with Link Intime India Private Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not registered their email address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations. The procedure for remote e-voting is detailed in the notes to this Notice.

The Board of Directors has appointed M/s. HD & Associates, Company Secretaries, as scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

The Scrutinizer, after scrutinizing the votes cast through remote e-voting, will prepare a report in accordance with the applicable laws and shall submit the same to Chairperson of the Company or any other person authorised by him. The results of the remote e-voting along with the scrutinizer's report shall be declared and announced on or before 5:00 P.M. (IST) of Thursday, 30th May, 2024, at the registered office of the Company and the same shall be communicated to the stock exchanges where the equity shares of the Company are listed viz. BSE Limited. Further, the results shall be displayed on the website of the Company viz. <https://www.kflindia.com/> and on the notice board at the registered office of the Company and also on the website of Link Intime India Private Limited <https://www.linkintime.co.in/>.

SPECIAL BUSINESS:

APPROVAL FOR TRANSFER OF ITS BUSINESS UNDERTAKING COMPRISING THE FABRIC DISTRIBUTION DIVISION AND MADE-TO-MEASURE BUSINESS, TO TRITOMA FASHION LAB PRIVATE LIMITED (FORMERLY KNOWN AS TRITOMA HOTELS PRIVATE LIMITED) ("TRANSFEREE"):

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 37A and other relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015"), applicable provisions of the Companies Act, 2013 and other applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), subject to such approvals, permissions of any person, statutory authorities etc. as may be applicable and based on the evaluation of the Audit Committee and valuation report submitted by Pradeep Sethia & Associates (Registered Valuer), the approval of the shareholders of the Company be and is hereby accorded to the proposed for transfer of its business undertaking comprising the fabric distribution division and Made-To-Measure business to Tritoma Fashion Lab Private Limited (Formerly known as Tritoma Hotels Private Limited) ("Transferee Company"), along with all of the rights, title and interest therein for an aggregate cash consideration of Rs.5.91 crores as a going concern on Slump Sale basis, by way of Business Transfer Agreement ("BTA") with effect from such date as may be determined by the Company and the Transferee and upon such other terms and conditions as mentioned in the BTA.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may, at its absolute discretion, deem necessary to give effect to the aforementioned resolution without being required to seek any further consent or approval of the Members and execute all such deeds, documents, instruments and writings as may be required and make all such filings as may be necessary, with powers on behalf of the Company to settle all such questions, difficulties or doubts whatsoever which may arise, and to give such directions and/or instructions as may be necessary or expedient in this regard.”

Registered Office:

202 / 2nd Floor, Rajan House,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai, India, 400025

**By order of the Board of Directors
FOR KAMADGIRI FASHION LIMITED**

Date: 25th April, 2024

Place: Mumbai

SIDDHANT SINGH
Company Secretary Cum Compliance Officer
ACS40488

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the resolutions as set out in the postal ballot notice is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on Tuesday, 23rd April, 2024 (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Link Intime India Private Limited (the “RTA”), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut- Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SS -2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering evoting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company’s RTA, Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html. Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable evoting for this Postal Ballot. In case of any queries, member may write to mt.helpdesk@linkintime.co.in.
6. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s RTA to enable servicing of notices, etc. electronically to their e-mail address.
7. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on Tuesday, 23rd April, 2024 being the Cut-Off date for the purpose. The shareholders of the Company holding shares either in dematerialized or in physical form, as on the Cut-Off date, can cast their vote electronically.
8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to hardik@hdandassociates.com with a copy marked to enotices@linkintime.co.in

10. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
11. Postal Ballot (e-voting) period commences from Monday, 29th April, 2024 (9.00 a.m. IST) and ends on Tuesday 28th May, 2024 (5.00 p.m. IST). At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
12. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Tuesday, 28th May, 2024. The resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
13. This Notice shall also be available on the website of the Company at <https://www.kflindia.com>, websites of the stock exchanges where the equity shares of the Company are listed, i.e. BSE Limited and www.bseindia.com.
14. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process.

GENERAL INFORMATION AND INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 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 name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.
 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>
 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 name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. 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. The 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 use your existing my easi username & password.
 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your 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, the 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 the 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, the 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.

3. 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. 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

4. Click on the EVENT No. for the Company which is 240156 on which you choose to vote.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Registered Office:

202 / 2nd Floor, Rajan House,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai, India, 400025

Date: 25th April, 2024

Place: Mumbai

**By order of the Board of Directors
FOR KAMADGIRI FASHION LIMITED**

SIDDHANT SINGH
Company Secretary Cum Compliance Officer
ACS40488

Explanatory Statement

(Pursuant to Sections 102 of the Companies Act, 2013)

Kamadgiri Fashion Limited (KFL), established in 1987 with a commitment to delivering premium-quality fabrics at reasonable prices, has evolved significantly since its inception. Over the years, KFL has diversified its operations to encompass a wide range of offerings, including Customized Weaving, Branded Fabrics, Apparels, Institutional & Uniform Supplies, and Gifting options featuring pre-packaged fabric lengths tailored for various occasions. As of the fiscal year 2022-23, KFL's impressive turnover stood at ₹ 28,088.67 Lakhs, a testament to its robust performance and market presence.

Tritoma Fashion Lab Private Limited was incorporated on 08th August, 2007 focusing on developing its textile business operations having Turnover of Rs. 11.61 Lakhs as on F. Y. 2022-23.

In light of recent deliberations and evaluations conducted by the Board of Directors of Kamadgiri Fashion Limited, it has been deemed advantageous to streamline operations and optimize resources. After thorough consideration and assessment, the Board, acting upon the recommendations of the Audit Committee and the valuation report submitted by Pradeep Sethia & Associates, has decided to propose the transfer of KFL's fabric distribution division and Made-To-Measure business to Tritoma Fashion Lab Private Limited as a going concern on Slump Sale basis.

This proposed transfer, to be executed via a comprehensive Business Transfer Agreement (BTA), entails the conveyance of all associated rights, title, and interests to Tritoma Fashion Lab. The aggregate cash consideration for this transfer is proposed to be Rs. 5.91 crores. The effective date of this transfer will be determined through mutual agreement between KFL and Tritoma Fashion Lab, subject to the terms and conditions outlined within the BTA.

This decision reflects KFL's strategic initiative to optimize its operations and foster sustainable growth, while also presenting Tritoma Fashion Lab with an opportunity to further expand its business portfolio and strengthen its market position. The Board of Directors believes that this proposed transfer aligns with the long-term interests of both companies and will facilitate enhanced value creation for their respective stakeholders.

In compliance with Continuous Disclosure Requirement of Listed Entities - Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 Circular dated 09th September, 2015 requires additional information for the proposed event is annexed as Annexure A and Annexure B with this explanatory Statement and Regulation 37A of SEBI (LODR), 2015 mandates the prior approval of shareholders for listed entities engaging in the sale, lease, or other disposal of their entire undertaking or a significant portion thereof, or in cases where they own multiple undertakings, the entire undertaking or a significant portion thereof, of any such undertakings. This approval must be obtained through a special resolution.

Accordingly, the Board has considered and approved the proposed Business Transfer and the business transfer agreement, a copy of which will be made available for inspection to a shareholder at the registered office of the Company. The Board recommends the resolution set out at Item No. 1 of this Notice for approval by the shareholders of the Company as a special resolution.

Subject to and upon receipt of approval by the Members of the Company by way of a special resolution, the Transferor and Transferee shall seek approval of its shareholders pursuant to the applicable provisions of the Companies Act, 2013 and other necessary approvals required for effecting the proposed Business Transfer.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested (financial or otherwise) in this resolution or hold any shares of Transferor and / or Transferee save and except as the nominee shareholders of the Company.

Registered Office:

202 / 2nd Floor, Rajan House,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai, India, 400025

Date: 25th April, 2024

Place: Mumbai

**By order of the Board of Directors
FOR KAMADGIRI FASHION LIMITED**

SIDDHANT SINGH
Company Secretary Cum Compliance Officer
ACS40488

ANNEXURE A

a. The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	Turnover of the unit was ₹ 69.04 Crore which is 29.89% of the total Turnover
b. Date on which the agreement for sale has been entered into	After receiving approval from shareholders.
c. The expected date of completion of sale/disposal	60-80 days
d. Consideration received from such sale/disposal	₹ 5.91 Crore
e. Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	Tritoma Fashion Lab Private Limited (“Transferee Company”) was incorporated on 08 th August, 2007 engaged in the Business of textile business and does not belong to any of the promoter/ promoter group/group companies
f. Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”;	No
g. Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations	Not Applicable
h. Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale	The transaction falls within the ambit of a Slump Sale, Hence it is required to disclose indicative disclosures provided for amalgamation/merger which are set out in Annexure B hereto.

ANNEXURE B

a. Name of the entity(ies) forming part of the Business Transfer Arrangement, details in brief such as, size, turnover etc	<ol style="list-style-type: none"> 1. Kamadgiri Fashion Limited. was established in the year 1987 with an aim to produce finest quality fabrics at affordable prices. Since inception, KFL has expanded vertically into Customized Weaving, Branded Fabrics, Apparels, Institutional & Uniform Supplies & Offering Gifting options of pre-packed fabric lengths for various occasions having Turnover of ₹ 28,088.67 Lakhs as on F. Y. 2022-23. 2. Tritoma Fashion Lab Private Limited was incorporated on 08th August, 2007 engaged in the Business of textile business having Turnover of ₹ 11.61 Lakhs as on F. Y. 2022-23
b. Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length	No
c. Area of business of the entity(ies)	Textile Business
d. Rationale for Business Transfer Arrangement	The decision to initiate a business transfer arrangement stems from a strategic evaluation of the company’s current position, future goals, and market dynamics.
e. In case of cash consideration - amount or otherwise share exchange ratio	₹ 5.91 Crore
f. Brief details of change in shareholding pattern (if any) of listed entity	No Change in Shareholding Pattern