

September 18, 2023

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400001

**Scrip Code: 514322**

**Sub: Disclosure pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Madam/Sir,

We are pleased to report that at the 36th Annual General Meeting ('AGM') of the Shareholders of the Company held on Monday, September 18, 2023 at 10:00 am through Video Conference ('VC')/ Other Audio Visual Means ('OAVM'), all the resolutions set out in the AGM Notice dated August 24, 2023 have been passed unanimously.

In this regard, please find enclosed the consolidated Report of the Scrutinizer dated September 18, 2023, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, which also includes the Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations.

Kindly take the above information on record.

Thanking you,

Yours faithfully,  
For **Kamadgiri Fashion Limited**

*Deepa.*

**Deepa Toshniwal**  
**Company Secretary**  
**A66073**  
Encl.: a/a



Voting results

**Details of Voting Results in terms of Regulation 44 of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Date of the Annual General Meeting</b>	September 18, 2023
<b>Total number of shareholders on record date</b>	1344 (as on September 11, 2023)
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group	0
Public	0
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group	5
Public	54

**Mode of voting: Remote e-voting and e-voting at the AGM**



**Item No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of Board and Auditors thereon**

Resolution required (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	18,12,873	18,12,873	100	18,12,873	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>18,12,873</b>	<b>18,12,873</b>	<b>100</b>	<b>18,12,873</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public – Institutions	E-voting	0	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institutions	E-voting	40,56,498	33,01,002	81.38	33,01,002	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>40,56,498</b>	<b>33,01,002</b>	<b>81.38</b>	<b>33,01,002</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>58,69,371</b>	<b>51,13,875</b>	<b>87.13</b>	<b>51,13,875</b>	<b>0</b>	<b>100</b>	<b>0</b>

\*Votes mentioned against Poll are the votes casted electronically through e-voting at the AGM





**Item No. 2: To appoint a Director in place of Mr. Pradip Kumar Goenka (DIN: 00516381), Director of the Company who retires by rotation and being eligible, offers himself for re-appointment**

Resolution required (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	18,12,873	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>18,12,873</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Institutions	E-voting	0	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institutions	E-voting	40,56,498	33,01,002	81.38	33,01,002	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>40,56,498</b>	<b>33,01,002</b>	<b>81.38</b>	<b>33,01,002</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>58,69,371</b>	<b>33,01,002</b>	<b>56.24</b>	<b>33,01,002</b>	<b>0</b>	<b>100</b>	<b>0</b>

\*Votes mentioned against Poll are the votes casted electronically through e-voting at the AGM



**Item No. 3: Ratification of Remuneration payable to Cost Auditors for the financial year ending March 31, 2024**

Resolution required (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	18,12,873	18,12,873	100	18,12,873	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>18,12,873</b>	<b>18,12,873</b>	<b>100</b>	<b>18,12,873</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-voting	0	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institutions	E-voting	40,56,498	33,01,002	81.38	33,01,002	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>40,56,498</b>	<b>33,01,002</b>	<b>81.38</b>	<b>33,01,002</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>58,69,371</b>	<b>51,13,875</b>	<b>87.13</b>	<b>51,13,875</b>	<b>0</b>	<b>100</b>	<b>0</b>

\*Votes mentioned against Poll are the votes casted electronically through e-voting at the AGM



**Item No. 4: approval for increase in remuneration of Mr. Abhas kumat and holding an office or place of profit in the company.**

Resolution required (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	18,12,873	18,12,873	100%	0	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>18,12,873</b>	<b>18,12,873</b>	<b>100%</b>	<b>18,12,873</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institutions	E-voting	40,56,498	27,72,508	68.35	27,72,508	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>40,56,498</b>	<b>27,72,508</b>	<b>68.35</b>	<b>27,72,508</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>58,69,371</b>	<b>45,85,381</b>	<b>78.12</b>	<b>45,85,381</b>	<b>0</b>	<b>100</b>	<b>0</b>



**Item No. 5: Approval for Sale of Property / Undertaking**

Resolution required (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	18,12,873	0	0	0	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>18,12,873</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Institutions	E-voting	0	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institutions	E-voting	40,56,498	33,01,002	81.38	33,01,002	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>40,56,498</b>	<b>33,01,002</b>	<b>81.38</b>	<b>33,01,002</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>58,69,371</b>	<b>33,01,002</b>	<b>56.24</b>	<b>33,01,002</b>	<b>0</b>	<b>100</b>	<b>0</b>



**SCRUTINIZER'S REPORT**

**Date: 18<sup>th</sup> September, 2023**

To,  
The Chairman,  
**Kamadgiri Fashion Limited.**  
CTS No..620 & 638, Ground Floor.  
Advance House, Plot A,  
ARK Industrial Estate Compound,  
Makwana Road, Marol Naka, Andheri (East),  
Mumbai- 400059.

**Re: Consolidated Scrutinizer's Report on voting through remote E-voting and E-voting during the course of 36<sup>th</sup> Annual General Meeting held on 18<sup>th</sup> September, 2023 in terms of provisions of the Companies Act, 2013 read with the Rules and Circulars issued thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued thereunder.**

Dear Sir,

- A. I, Mr. Hemant Shetye, Designated Partner of M/s HSPN & Associates LLP, Practicing Company Secretaries, appointed as a scrutinizer vide Board Resolution dated **10<sup>th</sup> May, 2023** to conduct the following: -

To Scrutinize Remote E-voting process and the E-Voting facility offered to the shareholders of the Company during the course of 36<sup>th</sup> Annual General Meeting (hereinafter referred as AGM) held on 18<sup>th</sup> September, 2023, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the resolutions mentioned in the notice of 36<sup>th</sup> Annual General Meeting dated **9<sup>th</sup> August, 2023**.

The voting rights were reckoned as on **11<sup>th</sup> September, 2023** being the Cut-off date for the purpose of deciding the entitlements of members eligible for voting on the Resolutions.

- B. The AGM was held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) pursuant to provisions of the Companies Act, 2013 & Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, Circular No. 19/2021 dated 8<sup>th</sup> December, 2021, Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 and Circular No. 02/2022 dated 28<sup>th</sup> December, 2022, issued by Ministry of Corporate Affairs ("MCA") and Circular No SEBI/HO/CFD/PoD-2CMD2/P/ CIR/P/2023/4 dated 5<sup>th</sup> January, 2023, issued by Securities and Exchange Board of India ("SEBI"), where in physical attendance of





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Members was not required and facility to appoint proxy to attend and cast vote for members was not available at the AGM.

- C. I have also attended the AGM through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) as per the specific Login ID for Scrutinizer provided by Company.
- D. The Company had availed remote E-voting facility offered by National Securities Depository Limited (NSDL) for the purpose of E-voting by the members of the Company from **Friday, the 15<sup>th</sup> September, 2023 (09:00 a.m. IST) and ends on Sunday, the 17<sup>th</sup> September, 2023 (05:00 pm IST)**. The E-voting facility was also offered during the course of AGM for the members who had not voted on the resolutions through remote E-voting facility, the NSDL E-voting platform was blocked thereafter.
- E. The votes cast under the remote E-voting facility and E-voting during AGM were thereafter unblocked and counted after the conclusion of the voting at the AGM in the presence of two witnesses (Names, Address and signature given below) who were not in employment of the Company.
- F. After the closure of the voting at the Annual General Meeting, the report on voting done for the meeting was generated in my presence and the voting was diligently scrutinized.
- G. I have scrutinized and reviewed the remote E-voting and E-voting during the AGM tendered therein based on the data downloaded from the NSDL E-voting system.
- H. The management of the company is responsible to ensure the compliance with the requirements of the companies Act, 2013 and the rules relating to AGM by Video Conferencing (VC)/ Other Audio Visual Means (OAVM) and the E-voting on the resolutions contained in the notice of the AGM, my responsibility as a scrutinizer for the voting process is restricted to make a Scrutinizer's Report of the total votes cast, votes in favor and against including invalid votes (if any) on resolutions contained in the said notice, based on the Report generated from the E-voting system provided by National Securities Depository Limited (NSDL).
- I. I have scrutinized and reviewed the entire e-voting process and votes tendered therein as per the data downloaded from the National Securities Depository Limited (NSDL) e-voting system, and on the basis of the votes received on the same, I hereby report the following:



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Item No. of the Notice (i)	Votes in favor of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favor and against) $(iii = ii / (ii + iv) * 100)$	Nos. (iv)	As a % of total number of valid votes (Favor and Against) $(v = iv / (ii + iv) * 100)$	
<b>Item No. 1- Ordinary Resolution:</b> To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of Board of Directors and Auditors thereon.	51,13,875	100	0	0	0

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 1 is passed unanimously.

Note: Decimals upto 2 digits have been considered.



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Item No. of the Notice (i)	Votes in favor of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favor and against) (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favor and Against) (v =iv/ (ii+iv) * 100)	
<b><u>Item No. 2- Ordinary Resolution:</u></b>  To appoint a director in place of Mr. Pradip Goenka (DIN: 000516381) who retires by rotation and being eligible, offers himself for reappointment.	33,01,002	100	0	0	0

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 2 is passed unanimously.

Note: Decimals upto 2 digits have been considered.

\*Promoter & Promoter Group abstained from voting on the above resolution.



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Item No. of the Notice (i)	Votes in favor of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favor and against) $(iii=ii / (ii+iv) * 100)$	Nos. (iv)	As a % of total number of valid votes (Favor and Against) $(v=iv / (ii+iv) * 100)$	
<b><u>Item No. 3- Ordinary Resolution:</u></b>  Ratification of Remuneration payable to Cost Auditors for the financial year ending March 31, 2024.	51,13,875	0	0	0	0

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 3 is passed unanimously.

Note: Decimals upto 2 digits have been considered.



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Item No. of the Notice (i)	Votes in favor of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favor and against) (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favor and Against) (v =iv/ (ii+iv) * 100)	
<b>Item No. 4- Ordinary Resolution:</b>  Approval for Increase in Remuneration of Mr. Abhas Kumat and holding an Office or Place of Profit in the Company.	45,85,381	100	0	0	0

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 4 is passed unanimously.

Note: Decimals upto 2 digits have been considered.

\*Since Mr. Abhay Jaswant Singh Kumat and Mrs. Jyoti Abhay Kumar being intersted as per section 188 of Companies Act, 2013 and as per Regulation 23 of SEBI (LODR) Regulations, 2015 abstained from voting on above resolution.



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Item No. of the Notice (i)	Votes in favor of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favor and against) $(iii = ii / (ii + iv) * 100)$	Nos. (iv)	As a % of total number of valid votes (Favor and Against) $(v = iv / (ii + iv) * 100)$	
<b>Item No. 5- Special Resolution:</b>  Approval for Sale of Property / Undertaking.	33,01,002	100	0	0	0

Thus, based on the Results, the **Special Resolution** as contained in Item No. 5 is passed unanimously.

Note: Decimals upto 2 digits have been considered.

\* Promoter & Promoter Group abstained from voting on the above resolution.



A handwritten blue ink mark or signature, possibly a stylized 'S' or a similar character, located at the bottom right of the page.

J. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

**K. Restriction on Use**

This report has been issued at the request of the Company for (i) submission to Stock Exchange i.e., BSE Limited, (ii) placing on website of the Company and (iii) website of National Securities Depository Limited (NSDL). This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or in to whose hands it may come without my prior consent in writing.

**Date: 18-09-2023**

**Place: Mumbai**

**ICSI UDIN: F002827E001032451**

**Peer Review Certificate no.: 2507/2022**



**For HSPN & Associates LLP,  
Company Secretaries,**

**Mr. Hemant Shetye  
Designated Partner  
FCS. -2827  
CP No. - 1483**

Name: Mr. Kunal sakpal  
Witness 1  
Address: 206, 2<sup>nd</sup> Floor,  
Tantia & Jogani Industrial Estate,  
J. R. Boricha Marg, Lower Parel (E),  
Mumbai- 400 011.

Name: Mr. Abhishek Wagh  
Witness 2  
Address: 206, 2<sup>nd</sup> Floor,  
Tantia & Jogani Industrial Estate,  
J. R. Boricha Marg, Lower Parel (E),  
Mumbai- 400 011.

**Counter Signature of Chairman**