

Date: 29th May 2024

**To,
Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400001.**

Scrip Code: 514322

Sub: Submission of result of Resolution passed through Postal Ballot

Dear Sir/ Madam,

Further to our letter dated April 22, 2024, we wish to submit that pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the members of the Company have duly approved, through e-voting and voting through Postal Ballot the special business as specified in the Postal Ballot Notice dated April 25, 2024.

The details of the voting results in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scrutinizer's Report is enclosed.

We request you to kindly bring the aforesaid information to the notice of your members.

Kindly take the same on record.

Thanking You.

Yours Faithfully,

For Kamadgiri Fashion Limited

**Siddhant Singh
Company Secretary Cum Compliance Officer**

General information about company

Scrip code	514322
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE535C01013
Name of the company	KAMADGIRI FASHION LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	28-05-2024
Start time of the meeting	
End time of the meeting	

Scrutinizer Details

Name of the Scrutinizer	HARDIK DARJI
Firms Name	M/S. HD And Associates
Qualification	CS
Membership Number	47700
Date of Board Meeting in which appointed	22-04-2024
Date of Issuance of Report to the company	29-05-2024

Voting results

Record date	19-04-2024
Total number of shareholders on record date	1413
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1

Resolution (1)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			1 - 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")					
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	19963 43	18128 73	90.8097	18128 73	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		19963 43	18128 73	90.8097	18128 73	0	100.0000
Public-Institutions	E-Voting	2014	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2014	0	0.0000	0	0	0.0000
Public-Non Institutions	E-Voting	38710 14	29738 73	76.8241	29738 72	1	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		38710 14	29738 73	76.8241	29738 72	1	100.0000
Total		58693 71	47867 46	81.5547	47867 45	1	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

HD AND ASSOCIATES COMPANY SECRETARIES

Address: Office Number 411, Parikh Market Building,
Opera House, Mumbai-400004.

Email : Hardik@hdandassociates.com ; Tel: +91 22 316 30303

REPORT OF SCRUTINIZER

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2015 as amended from time to time]

Date: 29th May, 2024

To,
The Chairman,
Kamdgiri Fashion Limited
202, Rajan House, 2nd Floor,
Appa Saheb Marathe Marg,
Prabhadevi, Mumbai - 400025

Dear Sir,

Sub: Scrutinizer Report on postal ballot conducted through Electronic Voting System as per Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014.

KAMDGIRI FASHION LIMITED ("the Company") vide, resolution passed by its Board of Directors at their meeting held on Monday, 22nd April, 2024, appointed Mr. Hardik Darji, Proprietor of HD And Associates, Practicing Company Secretaries based in Mumbai as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 108 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 (as amended).

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, read with MCA General Circular Nos. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13,2020, Circular No. 22/2020 dated June 15,2020 Circular No. 33/2020 dated September 28,2020, Circular No. 3/2020 dated December 31,2020, Circular No. 10/2021 dated June 23,2021, Circular No. 20/2021 dated December 8,2021 and Circular No. 03/2022 dated May 5,2022 11/2022 dated December 28,2022 and 09/2023 dated September 25,2023 respectively issued by the Ministry of Corporate Affairs ("MCA") ('herein collectively referred to as MCA Circulars'), ,Regulation 44 of the Securities and




HD AND ASSOCIATES

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and any other applicable law, rules and regulations (including any statutory modification(s) or reenactment(s) thereof).

The Company had dispatched the Postal Ballot Notice on 18th March, 2024 along with the Explanatory Statement under Section 102 of the Companies Act, 2013 by e-mail only to the members who have registered their e-mail addresses with the Company/Depositories.

As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business Reply Envelopes were not dispatched to the members for this Postal Ballot. Accordingly, the communication for the assent or dissent of the Members took place through remote e-voting system only.

The Company has availed services of Link Intime India Private Limited (hereinafter called "the LIPL") to provide remote e-voting facility to its members.

My responsibility as a scrutinizer for voting: process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect, of the resolution contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by Link Intime India Private Limited, the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically till the time fixed for closing of the e-voting access till IST 05:00 P.M. on 28th May, 2024.

The Members of the Company holding shares either in physical or dematerialized form as on the Cut-off Date i.e. Friday, 19th April, 2024, were entitled to vote on the proposed resolution as set out in the Postal Ballot Notice.

The voting period for e-voting commenced on Monday, 29th April, 2024 at IST 9:00 A.M., and ended on Tuesday, 28th May, 2024 at IST 05:00 P.M. and remote e-voting system of LIPL was blocked immediately thereafter. Votes cast through remote e-voting means votes received till Tuesday, 28th May, 2024 up to IST 05:00 P.M. were considered.

I have scrutinized and reviewed the voting through remote e-voting means and votes tendered therein based on the data downloaded from the LIPL e-voting system. In view of the same, the summary of Remote e-voting confirmation received is given below:



Handwritten signature and circular stamp of HD AND ASSOCIATES COMPANY SECRETARIES. The stamp contains the text: COP 21079, ACS 47700.

HD AND ASSOCIATES

RESOLUTION NO.01: SPECIAL BUSINESS-SPECIAL RESOLUTION

1. 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"):

Resolution	Votes in favor of the Resolution		Votes in against of the Resolution		Invalid Votes Nos.
	Nos. (ii)	As a % of total number of valid votes (Favor)(iii =ii / [ii+iv] *100)	Nos. (iv)	As a % of total number of valid votes (Favor)(v =iv / [ii+iv] *100)	
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"	4786745	100.00%	01	0.00%	00




HD AND ASSOCIATES

Note: Decimals up to 2 digits have been considered and rounded off.

The Register, all other papers and relevant records relating to electronic voting and physical mode of the aforesaid Postal Ballot were handed over to the Compliance Officer for safe keeping.

Thanking You
Yours Faithfully,

FOR HD AND ASSOCIATES
COMPANY SECRETARIES



HARDIK DARJI

PRACTICING COMPANY SECRETARY

PROPRIETOR

ACS NO. 47700 C.P.NO.: 21073

FRN: S2018MH634200

PLACE: MUMBAI

DATE: 29TH MAY 2024

UDIN: A047700F000478658

PEER REVIEW NO: 2208/2022

WITNESS:



ABHAY SHAH
411, PARIKH MARKET BUILDING,
OPERA HOUSE, MUMBAI-400004.



POOJA PARMAR
411, PARIKH MARKET BUILDING,
OPERA HOUSE, MUMBAI-400004.