

COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & PHYSICAL BALLOT FORM

**To,
The Chairman,**

Kamadgiri Fashion Limited
B-104, The Qube,
M.V. Road, Marol,
Andheri (East),
Mumbai - 400059.

Sub: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of Kamadgiri Fashion Limited held on Friday 25th September 2015 at 10.00am.

Dear Sir,

I, Nitin Sarfare partner of HS Associates, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Kamadgiri Fashion Limited pursuant to section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at Twenty-eighth Annual General Meeting of the Company on 25th September, 2015 at 10.00 a.m.

The voting rights were reckoned as on Friday the 18th September, 2015 being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting at the meeting.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for extending the facility of remote e-voting to the members of the Company from Monday the 21st September, 2015 (9.00 a.m. IST) to Thursday the 24th September, 2015 (5.00 p.m. IST) at the said Annual General Meeting held on Friday the 25th September, 2015.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted. Votes cast through Physical ballot forms received up to Thursday, September 24th 2015 were also considered



The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility or by physical ballot.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and the ballot forms received respectively.

I now submit my consolidated Report as under on the results of the remote e-voting/physical ballot forms and voting at the meeting in respect of the said Resolutions.

Item No. 1: As an Ordinary Resolution.

Adoption of Audited Financial Statements of the Company for financial year ended 31st March, 2015 and Report of the Board of Directors and Auditors thereon.

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	16	3442593	100	13	137245	99.998	29	3579838	99.999
Dissent	0	0	0	3	3	0.002	3	3	0.001
Abstain	0	0	0	0	0	0	0	0	0
Total	16	3442593	100	16	137248	100	32	3579841	100

Based on the foregoing the above **Ordinary Resolution** voted upon under remote e-voting and Ballot forms may be considered as carried by the requisite majority.

Item No. 2: As an Ordinary Resolution.

Declaration of Dividend on equity share. Rs. 1.50 (15%) per equity share for the year 2014-2015.

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	16	3442593	100	13	137245	99.998	29	3579838	99.999
Dissent	0	0	0	3	3	0.002	3	3	0.001
Abstain	0	0	0	0	0	0	0	0	0
Total	16	3442593	100	16	137248	100	32	3579841	100

Based on the foregoing the above **Ordinary Resolution** voted upon under remote e-voting and Ballot forms may be considered as carried by the requisite majority.



Item No. 3: As an Ordinary Resolution.

To reappoint Mr. Pradip Kumar Goenka (DIN: 00516381), retiring by rotation, being eligible offers himself for reappointment.

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	16	3442593	100	13	137245	99.998	29	3579838	99.999
Dissent	0	0	0	3	3	0.002	3	3	0.001
Abstain	0	0	0	0	0	0	0	0	0
Total	16	3442593	100	16	137248	100	32	3579841	100

Based on the foregoing the above **Ordinary Resolution** voted upon under remote e-voting and Ballot forms may be considered as carried by the requisite majority.

Item No. 4: As an Ordinary Resolution.

To Ratify Appointment of M/s. Haribhakti & Co. LLP Chartered Accountants (ICAI Registration No. 103523W) as Statutory Auditor for the financial year 2015-16.

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	16	3442593	100	13	137245	99.998	29	3579838	99.999
Dissent	0	0	0	3	3	0.002	3	3	0.001
Abstain	0	0	0	0	0	0	0	0	0
Total	16	3442593	100	16	137248	100	32	3579841	100

Based on the foregoing the above **Ordinary Resolution** voted upon under remote e-voting and Ballot forms may be considered as carried by the requisite majority.



Item No. 5: As an Ordinary Resolution.

To Appoint Ms. Bindu Shah (DIN 07131459), as an Independent Director of the Company.

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	16	3442593	100	13	137245	99.998	29	3579838	99.999
Dissent	0	0	0	3	3	0.002	3	3	0.001
Abstain	0	0	0	0	0	0	0	0	0
Total	16	3442593	100	16	137248	100	32	3579841	100

Based on the foregoing the above **Ordinary Resolution** voted upon under remote e-voting and Ballot forms may be considered as carried by the requisite majority.

Item No. 6: As a Special Resolution.

Approval of Revision of remuneration to Mr. Pardip Kumar Goenka of Rs. 54,00,000/-p.a. with effect from 13th February 2015 to 25th August 2015.

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	16	3442593	100	13	137245	99.998	29	3579838	99.999
Dissent	0	0	0	3	3	0.002	3	3	0.001
Abstain	0	0	0	0	0	0	0	0	0
Total	16	3442593	100	16	137248	100	32	3579841	100

Based on the foregoing the above **Special Resolution** voted upon under remote e-voting and Ballot forms may be considered as carried by the requisite majority.



Item No. 7: As a Special Resolution.

Approval of reappointment Mr. Pradip Kumar Goenka as Chairman & Managing Director of the Company for a term of three years from 26th August 2015 and remuneration payable to him.

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	16	3442593	100	13	137245	99.998	29	3579838	99.999
Dissent	0	0	0	3	3	0.002	3	3	0.001
Abstain	0	0	0	0	0	0	0	0	0
Total	16	3442593	100	16	137248	100	32	3579841	100

Based on the foregoing the above **Special Resolution** voted upon under remote e-voting and Ballot forms may be considered as carried by the requisite majority.

Item No. 8: As an Ordinary Resolution.

Ratification of payment of remuneration to Ms. Ketki D. Visariya, Cost Accountant for the year 2015-16.

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	16	3442593	100	13	137245	99.998	29	3579838	99.999
Dissent	0	0	0	3	3	0.002	3	3	0.001
Abstain	0	0	0	0	0	0	0	0	0
Total	16	3442593	100	16	137248	100	32	3579841	100

Based on the foregoing the above **Ordinary Resolution** voted upon under remote e-voting and Ballot forms may be considered as carried by the requisite majority.



Item No. 9: As Special Resolution.

Adoption of New set of Articles of Association of Company as per Companies Act 2013.

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	16	3442593	100	13	137245	99.998	29	3579838	99.999
Dissent	0	0	0	3	3	0.002	3	3	0.001
Abstain	0	0	0	0	0	0	0	0	0
Total	16	3442593	100	16	137248	100	32	3579841	100

Based on the foregoing the above **Special Resolution** voted upon under remote e-voting and Ballot forms may be considered as carried by the requisite majority.

Date: 25th September 2015

Place : Mumbai

For HS Associates


 Mr. Nitin Sankar
 Partner
 ACS: 36769
 COP: 13729

