

SCRUTINIZER'S REORT

Report to the Chairman of the Board of Directors Kamadgiri Fashion Limited, a Company incorporated under the Companies Act, 1956 and having its Registered Office at 28, Y.A. Chunawala Industrial Estate; Kondivita Lane; Andheri (East); Mumbai 400 059(hereinafter referred to as 'the Company') on the E-Voting conducted by the Company to pass the items on the agenda as contained in the Notice dated May 28, 2014.

1. Pursuant to provisions of Clause 35B of the Listing Agreement and pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (the "Rules"), I was appointed as Scrutinizer by the Company on May 28, 2014, to scrutinize the E-Voting process for transacting the items of business as stated in the Notice of 27th Annual General Meeting dated May 28, 2014.
2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on August 29, 2014, the cutoff date for the purpose of E-voting, the Company completed the dispatch of the Notice of E-Voting;
 - By email to 449 members who had registered their email ids with the Company on 4th September, 2014, and
 - By Registered Post to 861 member in physical form on 04th September, 2014
3. In terms of aforesaid Notice, E-Voting was open for two days from 10.00 a.m. IST on September 17, 2014 to 7.00 p.m. IST on September 19, 2014 and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Ordinary/Special Resolutions, on E-Voting platform provided by one of the approved agencies for the E-voting process i.e. CDSL
4. As required in the Rules, I unlocked the E-voting on the platform provided by Link after the completion of the E-voting at 7.15 p.m. IST on September 19, 2014 in the presence of Mr. Nitin Sarfare and Ms. Sushma Mane.

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5. Based on the result available to me, 17 members have cast their votes on the E-voting platform and I have annexed with this Report, the details and analysis of the E-voting Results for the each of the twelve agenda items contained in the aforementioned Notice.

Date: September 19, 2014

Place: Mumbai



For HS Associates

Ashwini Rajeshirke,

Partner,

ACS 26223

CP 9746

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ANALYSIS OF RESULT

Agenda No.	1			
Resolution	Adoption of Audited Financial Statements of the company for financial year ended 31 st March, 2014 and Report of the Board of Directors and Auditors thereon			
Type of Resolution	Ordinary Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received	17	3455630	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes	17	3455630	100 %
d.	Number of electronic votes cast in favour of/ assented to this Resolution	17	3455630	100 %
e.	Number of electronic votes cast against / dissented to the Resolution	0	0	

Agenda No.	2			
Resolution	Declaration of Dividend on the Rs.1. 50 per equity share for the year 2013-2014			
Type of Resolution	Ordinary Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received	17	3455630	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes	17	3455630	100 %
d.	Number of electronic votes cast in favour of/ assented to this Resolution	17	3455630	100 %
e.	Number of electronic votes cast against / dissented to the Resolution	0	0	



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Agenda No.	3			
Resolution	Appoint a Director in place of Mr. Pradip Kumar Goenka who retires by rotation and being eligible offers himself for re-appointment			
Type of Resolution	Ordinary Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received	17	3455630	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes	17	3455630	100 %
d.	Number of electronic votes cast in favour of/ assented to this Resolution	16	3455629	99.99997%
e.	Number of electronic votes cast against / dissented to the Resolution	1	1	0.000029%

Agenda No.	4			
Resolution	Appoint a Director in place of Mr. Lalit Goenka who retires by rotation and being eligible offers himself for re-appointment			
Type of Resolution	Ordinary Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received	17	3455630	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes	17	3455630	100 %
d.	Number of electronic votes cast in favour of/ assented to this Resolution	16	3455629	99.99997%
e.	Number of electronic votes cast against / dissented to the Resolution	1	1	0.000029%



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Agenda No.	5			
Resolution	Appoint a Director in place of Mr. Anil Biyani who retires by rotation and being eligible offers himself for re-appointment			
Type of Resolution	Ordinary Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received	17	3455630	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes	17	3455630	100 %
d.	Number of electronic votes cast in favour of/ assented to this Resolution	17	3455630	100 %
e.	Number of electronic votes cast against / dissented to the Resolution	0	0	

Agenda No.	6			
Resolution	Appointment of Statutory Auditors			
Type of Resolution	Ordinary Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received	17	3455630	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes	17	3455630	100 %
d.	Number of electronic votes cast in favour of/ assented to this Resolution	17	3455630	100 %
e.	Number of electronic votes cast against / dissented to the Resolution	0	0	

G. Shukla



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Agenda No.	7			
Resolution	Appointment of Independent Director Mr. Ashwani Bhatia for a term of five years			
Type of Resolution	Ordinary Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received	17	3455630	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes	17	3455630	100 %
d.	Number of electronic votes cast in favour of/ assented to this Resolution	16	3455629	99.99997%
e.	Number of electronic votes cast against / dissented to the Resolution	1	1	0.000029%

Agenda No.	8			
Resolution	Appointment of Independent Director Mr. Rahul Mehta for a term of five years			
Type of Resolution	Ordinary Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received	17	3455630	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes	17	3455630	100 %
d.	Number of electronic votes cast in favour of/ assented to this Resolution	16	3455629	99.99997%
e.	Number of electronic votes cast against / dissented to the Resolution	1	1	0.000029%



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Agenda No.	9			
Resolution	Appointment of Independent Director Mr. Sanjeev Maheshwari for a term of five years			
Type of Resolution	Ordinary Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received	17	3455630	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes	17	3455630	100 %
d.	Number of electronic votes cast in favour of/ assented to this Resolution	16	3455629	99.99997%
e.	Number of electronic votes cast against / dissented to the Resolution	1	1	0.000029%

Agenda No.	10			
Resolution	Ratification of Remuneration to Cost Auditors			
Type of Resolution	Ordinary Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received	17	3455630	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes	17	3455630	100 %
d.	Number of electronic votes cast in favour of/ assented to this Resolution	17	3455630	100 %
e.	Number of electronic votes cast against / dissented to the Resolution	0	0	



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Agenda No.	11			
Resolution	Authority to Borrow exceeding aggregate of paid up share capital and free reserves limit of Rs.150,00,00,000/-			
Type of Resolution	Special Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received	17	3455630	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes	17	3455630	100 %
d.	Number of electronic votes cast in favour of/ assented to this Resolution	16	3455629	99.99997%
e.	Number of electronic votes cast against / dissented to the Resolution	1	1	0.000029%

Agenda No.	12			
Resolution	Creation of Mortgage aggregating to Rs.150,00,00,000/-			
Type of Resolution	Special Resolution			
Sr no.	Particulars	No. of Shareholders	No. of Shares	% of Total valid shares
a.	Total electronic votes received	17	3455630	
b.	Less: Number of votes that are invalid	0	0	
c.	Net number of valid electronic votes	17	3455630	100 %
d.	Number of electronic votes cast in favour of/ assented to this Resolution	16	3455629	99.99997%
e.	Number of electronic votes cast against / dissented to the Resolution	1	1	0.000029%

Thanking You,

A. Jhuu
 Ashwini Rajeshirke
 Partner
 HS Associates
 ACS 26223
 CP 9746



Date: - September 19, 2014

Place: - Mumbai



Sub: Declaration of Results of Electronic Voting

As per the provisions of the Companies Act, 2013 as also the Listing Agreement, the Company had provided the facility of E-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the Annual General Meeting (AGM) held on 26th September 2014. The E-voting was open from 17th September 2014 to 19th September 2014.

The Board of Directors had appointed Ms. Ashwini Rajeshirke, Practising Company Secretary as the Scrutiniser for E-voting. The Scrutiniser has carried out the scrutiny of all the electronic votes received up to 7 PM on 19th September 2014.

Resolution Number/ Kind of Resolution	Particulars of Resolution	% Votes in favour	% Votes in against
Resolution No. 1 Ordinary	Adoption of financial statements for the year ended 31st March 2014 including Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of Directors and Auditors thereon.	100.00	0.00
Resolution No. 2 Ordinary	Declaration of dividend on Equity shares	100.00	0.00
Resolution No. 3 Ordinary	Appointment of a Director in place of Mr. Pradip Kumar Goenka [DIN 00516381], who retires by rotation and being eligible offers himself for re-appointment	99.99997	0.00003
Resolution No. 4 Ordinary	Appointment of a Director in place of Mr. Lalit Goenka [DIN 01792275], who retires by rotation and being eligible offers himself for re-appointment	99.99997	0.00003
Resolution No. 5 Ordinary	Appointment of a Director in place of Mr. Anil Biyani [DIN 005834], who retires by rotation and being eligible offers himself for re-appointment	100.00	0.00
Resolution No. 6 Ordinary	Appointment of M/s. Haribhakti & Co., Chartered Accountants (ICAI Registration No.103523W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of Thirty-second Annual General Meeting and to fix their remuneration	100.00	0.00
Resolution No. 7 Ordinary	Appointment of Mr. Ashwani Bhatia [DIN: 02845950] as an Independent Director	99.99997	0.00003
Resolution No. 8 Ordinary	Appointment of Mr. Rahul Mehta [DIN: 00165521] as an Independent Director.	99.99997	0.00003
Resolution No. 9 Ordinary	Appointment of Mr. Sanjeev Maheshwari [DIN: 02431173] as an Independent Director.	99.99997	0.00003
Resolution No. 10 Ordinary	Ratification of remuneration payable to Cost Auditors of the Company	100.00	0.00
Resolution No. 11 Special	Authority to borrow upto Rs.150 Crores	99.99997	0.00003
Resolution No. 12 Special	Authority to create charges, mortgages and hypothecation in connection with borrowing upto Rs.150 Crores.	99.99997	0.00003

Based on the report of Scrutiniser all the resolutions as set out in the Notice of 27th Annual General Meeting have been passed with requisite majority as prescribed under the applicable law.

Yours faithfully
for Kamadgiri Fashion Limited

Pradip Kumar Goenka
Chairman & Managing Director

Place: Mumbai
Date: 26th September 2014