

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 for 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 Twenty-Ninth Annual General Meeting of Kamadgiri Fashion Limited held on Monday 19th September, 2016 at 10.30 a.m.

Dear Sir,

I, Nitin Sarfare, Partner of HS Associates, Practicing Company Secretaries, 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-Ninth Annual General Meeting of the Company on 19th September, 2016 at 10.30 a.m.

The voting rights were reckoned as on Monday the 12th September, 2016 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 Friday the 16th September, 2016 (9:00 a.m. IST) to Sunday the 18th September, 2016 (5:00 p.m. IST) at the said Annual General Meeting held on Monday the 19th September, 2016

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 the votes cast there under were counted.



The Company had also provided voting facility to the shareholder's present at the Annual General Meeting and who had not cast their vote through remote e-voting facility.

The particulars of all Physical Ballots and Electronic votes received from/cast by the equity shareholders have been entered in the electronic register separately maintained for the purpose.

The Physical Ballot forms were scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company as on 12th September, 2016.

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 Physical 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 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, 2016 and Report of the Board of Directors and Auditors thereon.

Resolution required (Ordinary/Special)			Ordinary					
Whether promoter/Promoter group are interested in the agenda/resolution			Not interested					
Category	Mode of voting	No. of Shares held	No. of Vote polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes against	% of votes in favour on votes pooled	% 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	1812873	1812873	100.00	1812873	0	100.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Physical Ballot	1607	1607	100.00	1607	0	100.00	0.00
	Total	1814480	1814480	100.00	1814480	0	100.00	0.00
Public instituti ons	E-voting	870	0	0.00	0	0	0.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Physical Ballot	0	0	0.00	0	0	0.00	0.00
	Total	870	0	0.00	0	0	0.00	0.00
Public Non Instituti ons	E-voting	4053998	2887861	71.23	2887861	0	100.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Physical Ballot	23	23	100.00	22	1	95.65	4.35
	Total	4054021	2887884	71.23	2887883	1	100.00	0.00
Total		5869371	4702364	80.12	4702363	1	100.00	0.00

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



Item No. 2: As an Ordinary Resolution:

Declaration of Dividend on the Rs. 1.50 per equity share for the year 2015-2016:

Resolution required (Ordinary/Special)			Ordinary					
Whether promoter/Promoter group are interested in the agenda/resolution			Not Interested					
Category	Mode of voting	No. of Shares held	No. of Vote polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes against	% of votes in favour on votes pooled	% 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	1812873	1812873	100.00	1812873	0	100.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Physical Ballot	1607	1607	100.00	1607	0	100.00	0.00
	Total	1814480	1814480	100.00	1814480	0	100.00	0.00
Public Instituti ons	E-voting	870	0	0.00	0	0	0.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Physical Ballot	0	0	0.00	0	0	0.00	0.00
	Total	870	0	0.00	0	0	0.00	0.00
Public Non Instituti ons	E-voting	4053998	2887861	71.23	2887861	0	100.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Physical Ballot	23	23	100.00	22	1	95.65	4.35
	Total	4054021	2887884	71.23	2887883	1	100.00	0.00
Total		5869371	4702364	80.12	4702363	1	100.00	0.00

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



Item No. 3: As an Ordinary Resolution:

To appoint a Director in place of Mr. Lalit Goenka (DIN: 01792275), retiring by rotation, being eligible offers himself for re-appointment:

Resolution required (Ordinary/Special)			Ordinary					
Whether promoter/Promoter group are interested in the agenda/resolution			Not Interested					
Category	Mode of voting	No. of Shares held	No. of Vote polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes against	% of votes in favour on votes pooled	% 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	1812873	1812873	100.00	1812873	0	100.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Physical Ballot	1607	1607	100.00	1607	0	100.00	0.00
	Total	1814480	1814480	100.00	1814480	0	100.00	0.00
Public Instituti ons	E-voting	870	0	0.00	0	0	0.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Physical Ballot	0	0	0.00	0	0	0.00	0.00
	Total	870	0	0.00	0	0	0.00	0.00
Public Non Instituti ons	E-voting	4053998	2887861	71.23	2887861	0	100.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Physical Ballot	23	23	100.00	22	1	95.65	4.35
	Total	4054021	2887884	71.23	2887883	1	100.00	0.00
Total		5869371	4702364	80.12	4702363	1	100.00	0.00

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

Resolution required (Ordinary/Special)			Ordinary					
Whether promoter/Promoter group are interested in the agenda/resolution			Not Interested					
Category	Mode of voting	No. of Shares held	No. of Vote polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes against	% of votes in favour on votes pooled	% 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	1812873	1812873	100.00	1812873	0	100.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Physical Ballot	1607	1607	100.00	1607	0	100.00	0.00
	Total	1814480	1814480	100.00	1814480	0	100.00	0.00
Public Instituti ons	E-voting	870	0	0.00	0	0	0.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Physical Ballot	0	0	0.00	0	0	0.00	0.00
	Total	870	0	0.00	0	0	0.00	0.00
Public Non Instituti ons	E-voting	4053998	2887861	71.23	2887861	0	100.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Physical Ballot	23	23	100.00	22	1	95.65	4.35
	Total	4054021	2887884	71.23	2887883	1	100.00	0.00
Total		5869371	4702364	80.12	4702363	1	100.00	0.00

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



Item No. 5: As an Ordinary Resolution:

Ratification of Appointment and payment of remuneration to Ms. Ketki D. Visariya, Cost Accountant for the year 2016-17:

Resolution required (Ordinary/Special)			Ordinary					
Whether promoter/Promoter group are interested in the agenda/resolution			Not Interested					
Category	Mode of voting	No. of Shares held	No. of Vote polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes against	% of votes in favour on votes pooled	% 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	1812873	1812873	100.00	1812873	0	100.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Physical Ballot	1607	1607	100.00	1607	0	100.00	0.00
	Total	1814480	1814480	100.00	1814480	0	100.00	0.00
Public Instituti ons	E-voting	870	0	0.00	0	0	0.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Physical Ballot	0	0	0.00	0	0	0.00	0.00
	Total	870	0	0.00	0	0	0.00	0.00
Public Non Instituti ons	E-voting	4053998	2887861	71.23	2887861	0	100.00	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Physical Ballot	23	23	100.00	22	1	95.65	4.35
	Total	4054021	2887884	71.23	2887883	1	100.00	0.00
Total		5869371	4702364	80.12	4702363	1	100.00	0.00



HS ASSOCIATES

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

Date: 20th September 2016

Place: Mumbai

For HS ASSOCIATES
Nitin Sarfare
Nitin Sarfare
Partner
ACS: 36769
CP: 13729

