

To,
Mr. Pradip Kumar Goenka
Chairman & Managing Director
KAMADGIRI FASHION LIMITED
B-104, The Qube,
M.V. Road, Marol,
Andheri (East),
Mumbai - 400059.

Dear Sir,

Re: Consolidated Scrutinizer's Report on voting through remote e-voting and physical ballot forms in terms of provisions of the Companies Act, 2013 read with the Rules issued thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- A. I, Nitin Sarfare, Partner of M/s. HS Associates, Practicing Company Secretaries, appointed as scrutinizer in the meeting of Board of Directors of the Company held on 29th May, 2017 to conduct the following :-

Remote e-voting process and to scrutinize the **Physical Ballot Forms** received from the shareholders of the Company 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 the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- B. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Saturday, 16th September, 2017 at 9:00 am and ended on Monday, 18th September, 2017, at 5:00 pm and the CDSL remote e-voting platform was blocked thereafter.
- C. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted. Votes cast through Physical Ballot Forms received up to 5:00 pm on Monday, 18th September, 2017 were considered.
- D. The Company had also provided voting by Physical Ballot Forms to the members who do not have access to remote e-voting.

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- E. After the closure of the voting at the Annual General Meeting, the report on voting done, was generated in my presence and the voting was diligently scrutinized.
- F. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and Physical Ballot Forms received respectively.
- G. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of voting through Physical Ballot Forms in respect of the following resolutions :-



Mode of voting: E-voting and Ballot:

Resolution 1: Adoption of the Audited Financial Statement of the Company for the financial year ended on 31st March, 2017 together with the Reports of the Directors and Auditors thereon.								
Resolution Required: (Ordinary or 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 & Promoter Group	E-voting	1814480	1812873	99.91	1812873	0	100.00	0.00
	Poll #		1607	0.09	1607	0	100.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	1814480	1814480	100.00	1814480	0	100.00	0.00
Public Institution	E-voting	870	0	0.00	0	0	0.00	0.00
	Poll #		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	870	0	0.00	0	0	0.00	0.00
Public Non-Institution	E-voting	4054021	2885673	71.18	2885673	0	100.00	0.00
	Poll #		350	0.01	350	0	100.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4054021	2886023	71.19	2886023	0	100.00	0.00
Total		5869371	4700503	80.09	4700503	0	100.00	0.00

since there is no specific head for voting through Physical Ballot Form the same is disclosed under the head Poll.



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Resolution 2: Declaration of Dividend on Equity shares.								
Resolution Required: (Ordinary or 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 & Promoter Group	E-voting	1814480	1812873	99.91	1812873	0	100.00	0.00
	Poll #		1607	0.09	1607	0	100.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	1814480	1814480	100.00	1814480	0	100.00	0.00
Public Institution	E-voting	870	0	0.00	0	0	0.00	0.00
	Poll #		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	870	0	0.00	0	0	0.00	0.00
Public Non-Institution	E-voting	4054021	2885673	71.18	2885673	0	100.00	0.00
	Poll #		350	0.01	350	0	100.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4054021	2886023	71.19	2886023	0	100.00	0.00
Total		5869371	4700503	80.09	4700503	0	100.00	0.00

since there is no specific head for voting through Physical Ballot Form the same is disclosed under the head Poll.



Resolution 3: Appoint a Director in place of Mr. Anil Biyani (DIN: 00005834), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required: (Ordinary or Special) Ordinary

Whether Promoter/Promoter group are interested in the agenda/resolution Yes

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
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	Poll #		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	870	0	0.00	0	0	0.00	0.00
Public Non-Institution	E-voting	4054021	2885673	71.18	2885673	0	100.00	0.00
	Poll #		350	0.01	350	0	100.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4054021	2886023	71.19	2886023	0	100.00	0.00
Total		5869371	4700503	80.09	4700503	0	100.00	0.00

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Resolution 4: Ratification of appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as statutory auditors of the Company.								
Resolution Required: (Ordinary or 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 & Promoter Group	E-voting	1814480	1812873	99.91	1812873	0	100.00	0.00
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Public Institution	E-voting	870	0	0.00	0	0	0.00	0.00
	Poll #		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	870	0	0.00	0	0	0.00	0.00
Public Non-Institution	E-voting	4054021	2885673	71.18	2885673	0	100.00	0.00
	Poll #		350	0.01	350	0	100.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4054021	2886023	71.19	2886023	0	100.00	0.00
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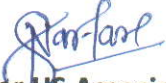
Resolution 5: Ratification of remuneration payable to Cost Auditor for the financial year ending 31st March, 2018.								
Resolution Required: (Ordinary or Special)			Ordinary					
Whether Promoter/Promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of Shares 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
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	Poll #		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	870	0	0.00	0	0	0.00	0.00
Public Non-Institution	E-voting	4054021	2885673	71.18	2885673	0	100.00	0.00
	Poll #		350	0.01	350	0	100.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4054021	2886023	71.19	2886023	0	100.00	0.00
Total		5869371	4700503	80.09	4700503	0	100.00	0.00

since there is no specific head for voting through Physical Ballot Form the same is disclosed under the head Poll.



I have handed over the Postal Ballot Forms and other related papers/registers and records for safe custody to Mr. Pradip Kumar Goenka, Chairman & Managing Director of the Company to supervise the postal ballot process.

All the aforesaid resolutions were passed with requisite majority.



**For HS Associates,
Company Secretaries,
Nitin Sarfare,
Partner**

ACS. - 36769/CP No. - 13729

Date: - 20th September 2017

Place: - Mumbai

