

**CONSOLIDATED SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 of the Companies Act, 2013 and Companies  
(Management and Administration) Rules, 2014, as amended]**

To,

The Chairman of the 33rd Annual General Meeting of the Equity Shareholders of **Kamadgiri Fashion Limited** held on September 29, 2020 at 10:00 a.m. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

Dear Sir,

1. I, Mr. Hemant Shetye, Partner of M/s. HS Associates, Company secretary in practice, have been appointed as Scrutinizer by the Board of Directors of **Kamadgiri Fashion Limited** ('the Company') for the purpose of scrutinizing the process of voting through electronic means ('e-voting') on the resolutions contained in the notice dated September 03, 2020 ('Notice') calling 33rd Annual General Meeting of its Equity Shareholders ('the Meeting'/'AGM'). The AGM was convened on Tuesday, September 29, 2020 at 10:00 am through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'). The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with the relevant rules under the Companies (Management and Administration) Rules, 2014, as amended ('the Rules'). As Scrutinizer, I've to scrutinize:

(i) process of e-voting from a place other than the venue of the Meeting ('remote e-voting') under the provisions of Section 108 of the Act read with Rule 20 of the Rules; and

(ii) process of e- voting at the Meeting under the provisions of Section 108 of the Act read with Rules 20 of the Rules.

In view of the outbreak of the COVID-19 pandemic and Social distancing guidelines the AGM was held through VC/ OAVM pursuant to Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India, wherein physical attendance of members was not required and the facility to appoint proxy to attend and cast vote for the members was not be available at the AGM.

**Management's Responsibility**

2. The management of the Company is responsible to ensure compliance with the requirements of:
- (i) the Act and the rules made thereunder; and
- (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ('LODR') relating to e-voting on the resolutions contained in the Notice calling the AGM.



## Scrutinizer's Responsibility

3. My responsibility as Scrutinizer for e-voting process (i.e. by remote e-voting and e-voting at the AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ('NSDL') the Agency authorized under the Rules and engaged by the Company to provide e-voting facility.

## Cut-off date

4. The Equity Shareholders of the Company as on the "cut-off" date, i.e., Tuesday, September 22, 2020 were entitled to vote on the resolutions (Item nos. 1 to 5 as set out in the Notice calling the AGM)
5. I submit herewith my Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting at the AGM, based on the reports generated by NSDL and relied upon by me as under:

Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii) (iii = ii / (ii+iv) * 100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v) (v = iv / (ii+iv) * 100)	
<b>Item No. 1 - Ordinary Resolution:</b> To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the reports of Board and Auditors thereon	<b>48,97,152</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>



# HS ASSOCIATES

Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii)  (iii = ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v)  (v = iv/ (ii+iv) * 100)	
<b>Item No. 2 - Ordinary Resolution:</b> To appoint a Director in place of Mr. Tilak Goenka (DIN: 00516464), Director of the Company who retires by rotation and being eligible, offers himself for re-appointment	48,97,152	100	0	0	0

Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii)  (iii = ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v)  (v = iv/ (ii+iv) * 100)	
<b>Item No. 3 - Ordinary Resolution:</b> To appoint M/s. DMKH & Co., Chartered Accountants (Firm Registration No. 116886W) as the statutory auditor of the company for the period of 5 years	48,97,152	100	0	0	0





# HS ASSOCIATES

Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii)  (iii = ii / (ii+iv) * 100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v)  (v = iv / (ii+iv) * 100)	
<b>Item No. 4 - Special Resolution:</b> Re-appointment of Ms. Bindu Shah as an Independent Director.	48,97,152	100	0	0	0

Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii)  (iii = ii / (ii+iv) * 100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v)  (v = iv / (ii+iv) * 100)	
<b>Item No. 5 - Ordinary Resolution:</b> Ratification of Remuneration payable to Cost Auditors for the financial year ending March 31, 2021.	48,97,152	100	0	0	0

6. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.



## Restriction on Use

7. This report has been issued at the request of the Company for:
- (i) submission to Stock Exchange;
  - (ii) placing on website of the Company and website of NSDL; and
  - (iii) This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or in to whose hands it may come without my prior consent in writing.

For HS Associates  
Company Secretaries



Hemant Shetye  
Partner  
M. No.: FCS 2827  
COP No.: 1483  
Mumbai  
September 29, 2020  
ICSI UDIN: F002827B000809699

Witness

1. Kunal Sakpal

2. Prathamesh Govekar