

September 30, 2020

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001

Scrip Code: 514322

Sub: Disclosure pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Madam/Sir,


We are pleased to report that at the 33rd Annual General Meeting ('AGM') of the Shareholders of the Company held on Tuesday, September 29, 2020 at 10:00 a.m. through Video Conference ('VC')/ Other Audio Visual Means ('OAVM'), all the resolutions set out in the AGM Notice dated September 03, 2020, have been passed unanimously.

In this regard, please find enclosed the consolidated Report of the Scrutinizer dated September 29, 2020, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, which also includes the Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations.

Kindly take the above information on record.

Thanking you,

Yours faithfully,
For **Kamadgiri Fashion Limited**


Gaurav K. Soni
Company Secretary



Encl.: a/a

Voting results

Details of Voting Results in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the Annual General Meeting	September 29, 2020
Total number of shareholders on record date	1,615 (as on September 22, 2020)
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	0
Public	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	5
Public	41

Mode of voting: Remote e-voting and e-voting at the AGM



Item No. 1: 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

Resolution required (Ordinary/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 and promoter group	E-voting	18,14,330	18,12,873	99.92	18,12,873	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	18,14,330	18,12,873	99.92	18,12,873	0	100	0
Public – Institutions	E-voting	0	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	0	0	0	0	0
Public – Non Institutions	E-voting	40,55,041	30,84,279	76.06	30,84,279	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	40,55,041	30,84,279	76.06	30,84,279	0	100	0
Total		58,69,371	48,97,152	83.44	48,97,152	0	100	0

*Votes mentioned against Poll are the votes casted electronically through e-voting at the AGM



Item No. 2: 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

Resolution required (Ordinary/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 and promoter group	E-voting	18,14,330	18,12,873	99.92	18,12,873	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	18,14,330	18,12,873	99.92	18,12,873	0	100	0
Public – Institutions	E-voting	0	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	0	0	0	0	0
Public – Non Institutions	E-voting	40,55,041	30,84,279	76.06	30,84,279	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	40,55,041	30,84,279	76.06	30,84,279	0	100	0
Total		58,69,371	48,97,152	83.44	48,97,152	0	100	0

*Votes mentioned against Poll are the votes casted electronically through e-voting at the AGM



Item No. 3: 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

Resolution required (Ordinary/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 and promoter group	E-voting	18,14,330	18,12,873	99.92	18,12,873	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	18,14,330	18,12,873	99.92	18,12,873	0	100	0
Public – Institutions	E-voting	0	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	0	0	0	0	0
Public – Non Institutions	E-voting	40,55,041	30,84,279	76.06	30,84,279	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	40,55,041	30,84,279	76.06	30,84,279	0	100	0
Total		58,69,371	48,97,152	83.44	48,97,152	0	100	0

*Votes mentioned against Poll are the votes casted electronically through e-voting at the AGM



Item No. 4: Re-appointment of Ms. Bindu Shah as an Independent Director

Resolution required (Ordinary/Special)			Special					
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 and promoter group	E-voting	18,14,330	18,12,873	99.92	18,12,873	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	18,14,330	18,12,873	99.92	18,12,873	0	100	0
Public- Institutions	E-voting	0	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	0	0	0	0	0
Public – Non Institutions	E-voting	40,55,041	30,84,279	76.06	30,84,279	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	40,55,041	30,84,279	76.06	30,84,279	0	100	0
Total		58,69,371	48,97,152	83.44	48,97,152	0	100	0

*Votes mentioned against Poll are the votes casted electronically through e-voting at the AGM



Item No. 5: Ratification of Remuneration payable to Cost Auditors for the financial year ending March 31, 2021

Resolution required (Ordinary/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 and promoter group	E-voting	18,14,330	18,12,873	99.92	18,12,873	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	18,14,330	18,12,873	99.92	18,12,873	0	100	0
Public- Institutions	E-voting	0	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	0	0	0	0	0
Public – Non Institutions	E-voting	40,55,041	30,84,279	76.06	30,84,279	0	100	0
	Poll*		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	40,55,041	30,84,279	76.06	30,84,279	0	100	0
Total		58,69,371	48,97,152	83.44	48,97,152	0	100	0

*Votes mentioned against Poll are the votes casted electronically through e-voting at the AGM



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.



HS ASSOCIATES

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)	
Item No. 1 - Ordinary Resolution: 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	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)	
Item No. 2 - Ordinary Resolution: 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)	
Item No. 3 - Ordinary Resolution: 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



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)	
Item No. 4 - Special Resolution: 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)	
Item No. 5 - Ordinary Resolution: 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