



KAMADGIRI FASHION LIMITED

CIN: L17120MH1987PLC042424

Registered Office: C.T.S. No. 620 & 638, Ground Floor, Advance House,
Plot_ A, ARK Industrial Estate Compound, Makwana Road, Marol, Naka, Andheri (East) Mumbai 400059

Tel. No.: (+91 22) 6943 3000

Website: www.kflindia.com | **E-mail:** cs@kflindia.com

NOTICE

NOTICE is hereby given that the 36th (Thirty Sixth) Annual General Meeting of the members of Kamadgiri Fashion Limited will be held on Monday, September 18, 2023 at 10:00 am through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited standalone and consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pradip Goenka (DIN: 000516381) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Ratification of Remuneration payable to Cost Auditors for the financial year ending March 31, 2024

To consider and if thought fit, to pass as an **Ordinary Resolution**, the following:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 (**‘the Act’**) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors, Ms. Ketki D. Visariya, Cost Accountant, appointed by the Board of Directors of the Company, to conduct the audit of the cost records maintained by the Company in respect of textiles products for the financial year ending March 31, 2024 on a remuneration of ₹ 0.90 Lakh excluding applicable taxes thereon and other out of pocket expenses, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. Approval for Increase in Remuneration of Mr. Abhas Kumat and holding an Office or Place of Profit in the Company.

To consider and if thought fit, to pass as an **Ordinary Resolution**, the following:

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 (**‘the Act’**) read with the Rules 15 of the Companies (Meeting of Board and its power) Rule 2014 (**“Act”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as per the Recommendation of The Nomination and Remuneration Committee and Audit Committee in the meeting held on 9 August, 2023, The consent of Member be and is hereby accorded for enhance the prescribed limit of salary payable to Mr. Abhas Kumat, Enternerpurer of the Company and being related party to continue to hold an office or place of profit in the Company, as from ₹ 2,45,377, per month salary scale from ₹ 3,00,000 per month and such other perquisites in accordance with the Company rule.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Approval for Sale of Property / Undertaking

To consider and if thought fit, to pass as a **Special Resolution**, the following:

“RESOLVED THAT pursuant to the provisions of Section 180 (1)(a) and all other applicable provisions of the Companies Act, 2013 (**‘the Act’**) read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as may be enacted from time to time) The Memorandum and Article of Association of the Company (**“The Memorandum and Articles”**), The provision of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement Regulation 2015, (**“The Listing Regulations”**) and subject to all such approval, Consent, sanction and permission, as may be necessary, consent of the member of the Company be and is hereby accorded to the Board of Director of the Company (hereinafter referred as **“Board”** which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the power conferred on the Board by this Resolution) to sell /transfer/dispose of an Immovable property i.e. land together with structure / Building of the Company situated at C-4 /2/2, MIDC, Tarapur, Boisar Thane, Maharashtra, 401506 to M/s Yogesh Dyestuff Product Private Limited (CIN No. U24100MH1988PTC046559) a Company incorporated under Company Act, 1956 (Buyer) for an overall Consideration of ₹ 8.91 Crore on such terms and condition as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalize and execute all the documents, Deeds, Agreement, writing as may be necessary to be executed in respect of transfer of above mentioned Undertaking/Property with effect from such date and in such manner as may be decided by the Board and to make applications to the Regulatory authorities or other person for the purpose of obtaining all approval and sanctions as required to be obtained by the Company in this regard and to do all such other act, Deed, matter and thing as may be deemed necessary and/or expedient to give effect to this Resolution including without limitation and settle any questions, difficulties or doubts that may arise in this regard.”

**By Order of the Board
For Kamadgiri Fashion Limited**

Deepa Toshniwal
Company Secretary
A66073

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) *inter-alia* vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as “**MCA Circulars**”) has permitted the holding of the annual general meeting through Video Conferencing (“**VC**”) or through other audio-visual means (“**OAVM**”), **without the physical presence of the Members at a common venue.**

In compliance with the provisions of the Companies Act, 2013 (“**the Act**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and MCA Circulars, the 36th Annual General Meeting (“**Meeting**” or “**AGM**”) of the Company is being held through VC / OAVM on Monday 18 September, 2023, at 10:00 a.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company.

2. Normally- pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. since this AGM is being held pursuant to MCA circulars and SEBI circular through VC / OAVM, physical attendance of members has been dispensed with. accordingly, the facility for the appointment of proxies by the members will not be available for the AGM and hence the proxy form, attendance slip and route map are not annexed to the notice.
3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 issued by the ICSI, the proceedings of the AGM through VC / OAVM shall be deemed to be conducted at the Registered Office of the Company at Advance House Plot A, Makwana Road Arc Industrial Compound, Marol Naka, Andheri (E) Mumbai 400059.
4. In compliance with the aforesaid MCA circulars and SEBI circular Notice of the AGM along with Annual Report 2022-23 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and the Annual Report 2022-23 will also be available on the Company’s website ie. <https://www.kflindia.com/>, websites of the stock exchanges ie. BSE Limited at www.bseindia.com and on the website of NSDL ie. www.evoting.nsdl.com.
5. The Explanatory Statement pursuant to Section 102(1) of the Act in respect of item nos.3 & 4 & 5 of the Notice set out above, is hereto annexed.
6. Members are requested to send all their documents and communications pertaining to shares to **Link Intime India Private Limited (‘LI IPL’), Share Transfer Agent of the Company** at their address at C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083 (Maharashtra) Telephone No. 022 - 4918 6000, Fax No. 022 - 4918 6060 for both physical and demat segments of Equity Shares. Please quote on all such correspondence: “Unit – Kamadgiri Fashion Limited.” **For Shareholders queries :** Telephone No. : 022 – 4918 6270 Email ID : rnt.helpdesk@linkintime.co.in.
7. The Register of Members and Transfer Books of the Company in respect of the Equity Shares of the Company will remain closed from Monday, 11th September, 2023, to Monday, 18th September, 2023, both days inclusive.
8. Pursuant to the provisions of Sections 124 and 125 of the Act, the dividends for the financial year ended 31st March, 2016 and thereafter, which remain unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund (‘IEPF’) constituted by the Central Government. Members, who have not encashed their dividend warrant(s) for the financial year ended 31st March, 2016 or any subsequent financial year(s) are requested to claim such amount from the Secretarial Department of the Company or from Share Transfer Agent. The due date for transfer of the unclaimed dividend amount for the financial year ended 31st March, 2016 to IEPF of the Central Government is 25th October 2023.
9. Pursuant to Rule 5(8) of Investor Education and Protection Fund Authority (Accounts, Audit, Transfer and Refund) Rules, 2016, (‘IEPF Rules’) the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 24th September, 2022 (the date of the last Annual General Meeting) on the website of the Company www.kflindia.com/ and also on the website of the Ministry of Corporate Affairs.

10. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated 16th March, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated 03rd November, 2021 and 14th December, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank Account details and specimen Signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after 01st October, 2023, shall be frozen by the RTA. The security holder(s) whose folio(s) frozen shall be eligible:
- To lodge any grievance or avail of any service request from RTA, only after furnishing the complete documents/ details as mentioned above;
 - To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode w.e.f. 01st April, 2024) only after compliance with the above stated requirements.

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on Company's website i.e. www.kflindia.com. **In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.** The Company has dispatched a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular vide letter dated 29th May, 2023. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31st December, 2025, the Share Transfer Agent / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. SEBI has made it mandatory for all companies to use the bank account details furnished by the Shareholders / Depositories for depositing of dividends.
12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ('DP') in case the shares are held by them in electronic form and with LIPL in case the shares are held by them in physical form.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, any requests for transfer, transmission or transposition of securities of the Companies shall be effected only in dematerialized form. To eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Share Transfer Agent for assistance in this regard.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code etc., to their DPs in case the shares are held by them in electronic form and to LIPL in case the shares are held by them in physical form.
16. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. Members seeking any information about the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before Thursday, the 14th September, 2023, through e-mail on cs@kflindia.com. The same will be replied by the Company suitably.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

- In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide to the members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM, by electronic means and the business may be transacted through e-voting Services. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ('remote e-voting') as well as e-voting on the date of AGM will be provided by NSDL.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- The remote e-voting period commences on Friday, the 15th September, 2023 (09:00 a.m. IST) and ends on Sunday, the 17th September, 2023 (05:00 pm IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, the 11th September, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the

Member shall not be allowed to change it subsequently. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions by remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

IV. The facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for members on first-cum-first served basis and members can join by following the procedure mentioned in the Notice.

V. **How do I vote electronically using NSDL e-voting system?**





The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

*Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider ie. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (ie. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider ie. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System My easi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

*Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022- 24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free 1800225533

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

General Guidelines for shareholders

1. Institutional shareholders (ie. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to <"Hemant Shetye" <hs@hsassociates.net>> with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022-48867000 and 022-24997000 or send a request to Mr. Tejas Chaturvadi, Senior Manager - NSDL at evoting@nsdl.co.in

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options ie. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@kflindia.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (rnt.helpdesk@linkintime.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at cs@kflindia.com from Friday, 8th September, 2023 (09:00 a.m. IST) to Wednesday, 13th September, 2023 (05:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 6. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 022-48867000 / 022-24997000 or contact Mr. Tejas Chaturvadi, Senior Manager - NSDL.
- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).**
- VII. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Monday, the 11th September, 2023.

- VIII. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e Monday, the 11th September, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" or "Physical User Reset Password" option available on

www.evoting.nsdl.com or call on toll free no. 022-48867000 / 022-24997000. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Monday, the 11th September, 2023 may follow steps mentioned below under “Access to NSDL e-Voting system”.

- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e Monday, the 11th September, 2023 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through VC / OAVM.
- X. Mr. Hemant Shetye, Practicing Company Secretary (Membership No.: FCS 2827) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

OTHER INSTRUCTIONS:

- XI. The Chairman of the meeting shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the scrutinizer, by use of “e-voting” for all those members who attend / participate in the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of the voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.kflindia.com/ and on the website of NSDL i.e. www.evoting.nsdl.com immediately after the declaration of the result, by the Chairman of the meeting or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges viz. BSE Limited and displayed on the Notice Board of the Company at the Registered office at Advance House Plot A, Makwana Road Arc Industrial Compound, Marol Naka, Andheri (E) Mumbai 400059

**By Order of the Board
For Kamadgiri Fashion Limited**

**Deepa Toshniwal
Company Secretary
A66073**

Place: Mumbai
Dated: August 9, 2023

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 3

Ratification of Remuneration payable to Cost Auditors for the financial year ending March 31, 2024

The Board on the recommendation of the Audit Committee has approved the appointment of Ms. Ketki D. Visariya, Cost Accountant, Mumbai as Cost Auditor for the financial year ending March 31, 2024 at a remuneration of ₹ 0.90 lakh excluding applicable taxes thereon and other out of pocket expenses.

Pursuant to provisions of Section 148 of the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders. Accordingly, the consent of the shareholders is sought for passing a resolution as set out at Item no 3 for ratification of appointment and payment of remuneration payable to the Cost Auditor.

No Director and Key Managerial Personnel of the Company nor their respective relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out at Item no. 3 for the approval by the shareholders of the Company.

Item No. 4

Approval for Increase in Remuneration of Mr. Abhas Kumat and holding an Office or Place of Profit in the Company.

The Companies Act, 2013 aims to ensure transparency in the transactions and dealing with related parties of the Company. The provision of Sec 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the Company at a monthly remuneration exceeding Two and half Lakh Rupees need approval of the member of the Company in the event of increase in salary in excess of the aforesaid Limit.

Mr. Abhas Kumat, son of Mr. Abhay Kumat (Chief Executive Officer), were appointed as officers and holding a place of profit under Sec 188(1)(f) and all other applicable provision of the Companies Act, 2013 read with Rules made thereunder (Including any statutory modification(s) or re-enactment thereof, for the time being in force), at a monthly salary of ₹ 2.45 Lakh per month respectively. The Company seek approval of the member of the Company in the event of increase in salary in excess of the aforesaid Limit.

In term of Sec. 188(1)(f) of the Companies Act 2013 read with applicable rules and as per the recommendation and approval of Nomination and Remuneration Committee and Audit Committee for enhancement in prescribed limit of salary payable to Mr. Abhas Kumat, Enternpruer of the Company and holding an office or place of profit in the company, are in the ordinary course of business and at arm's length basis transaction. Mr. Abhas Kumat associated with the Company from last few years and meanwhile gave their best for its immense growth.

Their present roles are crucial to provide impetus to the expanding business of the Company. Considering their qualification, experience and present role prescribed limit of the Companies Act, is not commensurate, hence require approval of the Shareholders.

Your Director's recommend passing of this resolution set out at Item no. 4 by way of an ordinary Resolution.

Except, Mr. Abhay Kumat, and his relative, none of the other Directors, Key Managerial Personnel or their relatives, is in any way concerned or interested, financially or otherwise I this resolution, except to the extent of their shareholding.

Item No. 5

Pursuant to the provision of Section 180 (1) (a) of the Companies Act , 2013 approval of the member of the Company is required to sell, Lease or otherwise dispose of the Whole or Substantially the whole of the undertaking of the Company.

The Sale / Transfer of immovable property situated at C-4 /2/2, MIDC, Tarapur, Boisar Thane, Maharashtra, 401506, may be termed as sale or Disposal of an undertaking under the provision of Section 180 (1) (a) of the Companies Act, 2013. Therefore, the approval of Member is being sought by way of Special resolution.

The Board of Director of the Company ("the Board") at its meeting held on August 9, 2023 has accorded its in-principle approval and approved the terms and condition for sale of abovementioned immovable commercial property (including land, Building and infrastructure) held in the name of M/S. Kamadgiri Fashion Limited to M/s Yogesh Dyestuff Product Private Limited for an overall Consideration of ₹ 8.91 Crore.

The Board is of the opinion that the proposed sale is in the overall best interest of the Company. The net proceed of the above mention transaction will be utilized toward the expansion of business.

Hence, The Board recommends passing of the Resolution as set out Items No. 5 of the accompanying notice by the Shareholders as a special resolution.

None of the Directors/ Key Managerial Personnel and their relative are in any way concerned or interested financially or otherwise in the resolution set out in Items No. 5

**By order of the Board
For Kamadgiri Fashion Limited**

**Mumbai
August 9, 2023**

**Deepa Toshniwal
Company Secretary**

**Registered Office
Advance House Plot A, Makwana Road
Arc Industrial Compound, Marol Naka, A66073
Andheri (E) Mumbai 400059**