

Date: 03rd March, 2025

**To,
Department of Corporate Services,
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001.
Scrip Code: 514322**

Sub: Declaration of result of Resolution passed through Postal Ballot

Dear Sir/ Madam,

Further to our letter dated 31st January, 2025 we wish to submit that pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the members of the Company have duly approved, through e-voting and voting through Postal Ballot the special business as specified in the Postal Ballot Notice dated 15th January, 2025.

The details of the voting results in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scrutinizer's Report is enclosed.

We request you to kindly bring the aforesaid information to the notice of your members.

Kindly take the same on record.

Thanking You.

Yours Faithfully,

For Kamadgiri Fashion Limited

**Siddhant Singh
Company Secretary Cum Compliance Officer**

Details of Postal Voting Results

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details regarding postal ballot are as follows:

1.	Date of Annual General Meeting/Extra Ordinary General Meeting	Not Applicable
2.	Date of Postal Ballot Notice	15th January, 2025
3.	Record Date	24th January, 2025
4.	Total number of shareholders on record date	1229
5.	Number of shareholder present in the meeting either in person or through proxy:	
	Promoters and Promoter Group:	Not Applicable
	Public:	Not Applicable
6.	Number of shareholders attended meeting Through video conferencing:	
	Promoters and Promoter group:	Not Applicable
	Public:	Not Applicable

General information about company	
Scrip code	514322
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE535C01013
Name of the company	KAMADGIRI FASHION LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	02-03-2025
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	HARDIK DARJI
Firms Name	HD AND ASSOCIATES
Qualification	CS

Membership Number	47700
Date of Board Meeting in which appointed	15-01-2025
Date of Issuance of Report to the company	03-03-2025

Voting results	
Record date	24-01-2025
Total number of shareholders on record date	1229
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				CHANGE IN DESIGNATION OF MR. PRADIP KUMAR GOENKA (DIN: 00516381) FROM THE POSITION OF MANAGING DIRECTOR TO CHAIRMAN AND EXECUTIVE DIRECTOR OF THE COMPANY AND REVISION IN REMUNERATION				
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	2201856	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot							

	(if applicable)							
	Total	2201856	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)	1512						
	Total	1512	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting		2652728	72.3602	2652050	678	99.9744	0.0256
	Poll							
	Postal Ballot (if applicable)	366603						
	Total	366603	2652728	72.3602	2652050	678	99.9744	0.0256
Total	5869371	2652728	45.1961	2652050	678	99.9744	0.0256	
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	2201856
Public Insitutions	0
Public - Non Insitutions	127203

Resolution (2)	
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	Yes

Description of resolution considered				CHANGE IN DESIGNATION OF MR. TILAK GOENKA (DIN: 00516464), FROM EXECUTIVE DIRECTOR TO MANAGING DIRECTOR AND FIXING REMUNERATION PAYABLE TO HIM AS MANAGING DIRECTOR				
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		0	0.0000	0	0	0	0
	Poll	22018						
	Postal Ballot (if applicable)	56						
	Total	2201856	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1512						
	Postal Ballot (if applicable)							
	Total	1512	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting		2652728	72.3602	2652050	678	99.9744	0.0256
	Poll	36660						
	Postal Ballot (if applicable)	03						

	Total	36660 03	26527 28	72.3602	26520 50	678	99.9744	0.0256
	Total	58693 71	26527 28	45.1961	26520 50	678	99.9744	0.0256
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	2201856
Public Insitutions	0
Public - Non Insitutions	127203

HD AND ASSOCIATES COMPANY SECRETARIES

Address: Office Number 411, Parikh Market Building,
Opera House, Mumbai-400004.

Email : Hardik@hdandassociates.com ; Tel: +91 22 316 30303

REPORT OF SCRUTINIZER

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2015 as amended from time to time]

Date: 03rd March, 2025.

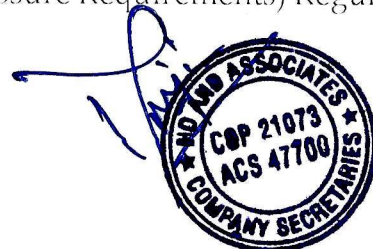
To,
The Chairman,
Kamadgiri Fashion Limited,
202/ 2nd Floor, Rajan House,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400025,
Maharashtra, India.

Dear Sir,

Sub: Scrutinizer Report on postal ballot conducted through Electronic Voting System as per Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014.

KAMADGIRI FASHION LIMITED ("the Company") vide, resolution passed by its Board of Directors at their meeting held on Wednesday, 15th January, 2025, appointed Mr. Hardik Darji, Proprietor of HD And Associates, Practicing Company Secretaries based in Mumbai as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 108 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 (as amended).

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, read with MCA General Circular Nos. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13,2020, Circular No. 22/2020 dated June 15,2020 Circular No. 33/2020 dated September 28,2020, Circular No. 3/2020 dated December 31,2020, Circular No. 10/2021 dated June 23,2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 03/2022 dated May 5,2022 11/2022 dated December 28, 2022 and 09/2023 dated September 25,2023 respectively issued by the Ministry of Corporate Affairs ("MCA") ('herein collectively referred to as MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,



HD AND ASSOCIATES

2015 (the "Listing Regulations") and any other applicable law, rules and regulations (including any statutory modification(s) or reenactment(s) thereof).

The Company had dispatched the Postal Ballot Notice on 31st January, 2025 along with the Explanatory Statement under Section 102 of the Companies Act, 2013 by e-mail only to the members who have registered their e-mail addresses with the Company/Depositories.

As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business Reply Envelopes were not dispatched to the members for this Postal Ballot. Accordingly, the communication for the assent or dissent of the Members took place through remote e-voting system only.

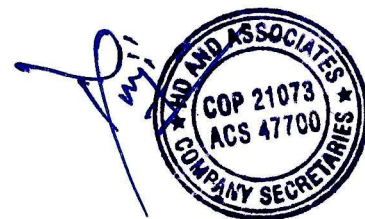
The Company has availed services of MUFG Intime India Pvt. Ltd (Formerly Known as Link Intime India Private Limited (hereinafter called "the MI IPL") to provide remote e-voting facility to its members.

My responsibility as a scrutinizer for voting: process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect, of the resolution contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by Link Intime India Private Limited, the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically till the time fixed for closing of the e-voting access till IST 05:00 P.M. on Sunday, 02nd March, 2025.

The Members of the Company holding shares either in physical or dematerialized form as on the Cut-off Date i.e. Friday, 24th January, 2025, were entitled to vote on the proposed resolution as set out in the Postal Ballot Notice.

The voting period for e-voting commenced on Saturday, 01st February 2025 at IST 09.00 A.M, and ended on Sunday, 02nd March, 2025 at IST 05:00 P.M. and remote e-voting system of MI IPL was blocked immediately thereafter. Votes cast through remote e-voting means votes received till Sunday, 02nd March, 2025 up to IST 05:00 P.M. were considered.

I have scrutinized and reviewed the voting through remote e-voting means and votes tendered therein based on the data downloaded from the MI IPL e-voting system. In view of the same, the summary of Remote e-voting confirmation received is given below:



HD AND ASSOCIATES

SPECIAL BUSINESS-SPECIAL RESOLUTION

1. CHANGE IN DESIGNATION OF MR. PRADIP KUMAR GOENKA (DIN: 00516381) FROM THE POSITION OF MANAGING DIRECTOR TO CHAIRMAN AND EXECUTIVE DIRECTOR OF THE COMPANY AND REVISION IN REMUNERATION.:

Particulars	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes Nos. (V)
	Nos. (i)	As a % of the total number of valid votes (Favour and Against) [ii= $i/(i+iii)^*100$]	Nos. (iii)	As a % of the total number of valid votes (Favour and Against) [iv= $iii/(i+iii)^*100$]	
Change in Designation of Mr. Pradip Kumar Goenka (DIN: 00516381) from the position of Managing Director to Chairman and Executive Director of the Company and revision in remuneration	2652050	99.97%	678	0.03%	1832957

Note:

1. Votes of Promoters and their Relatives have not been considered due to their interest in the resolution. Votes casted by them in favour of this Resolution is treated as Invalid vote to the said voting result of the Company.
 2. Decimals up to 2 digits have been considered.
- Thus, based on the Results, the Special Resolution as contained in Item No. 1 is passed with requisite majority.



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2. CHANGE IN DESIGNATION OF MR. TILAK GOENKA (DIN: 00516464), FROM EXECUTIVE DIRECTOR TO MANAGING DIRECTOR AND FIXING REMUNERATION PAYABLE TO HIM AS MANAGING DIRECTOR.:

Particulars	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes Nos. (V)
	Nos. (i)	As a % of the total number of valid votes (Favour and Against) [ii= i/(i+iii)* 100]	Nos. (iii)	As a % of the total number of valid votes (Favour and Against) [iv= iii/(i+iii)* 100]	
Change in Designation of Mr. Pradip Kumar Goenka (DIN: 00516381) from the position of Managing Director to Chairman and Executive Director of the Company and revision in remuneration	2652050	99.97%	678	0.03%	1832957

Note:

1. Votes of Promoters and their Relatives have not been considered due to their interest in the resolution. Votes casted by them in favour of this Resolution is treated as Invalid vote to the said voting result of the Company.
 2. Decimals up to 2 digits have been considered.
- Thus, based on the Results, the Special Resolution as contained in Item No. 2 is passed with requisite majority.



HD AND ASSOCIATES

The Register, all other papers and relevant records relating to electronic voting and physical mode of the aforesaid Postal Ballot were handed over to the Compliance Officer for safe keeping.

Thanking You
Yours Faithfully,

FOR HD AND ASSOCIATES
COMPANY SECRETARIES



HARDIK
PRACTICING COMPANY SECRETAR
PROPRIETOR

ACS NO. 47700 C.P.NO.: 21073
FRN: S2018MH634200

PLACE: MUMBAI

DATE: 03RD MARCH, 2025

UDIN: A047700F004040141

PEER REVIEW NO: 2208/2022

WITNESS:

ABHAY SHAH
411, PARIKH MARKET BUILDING,
OPERA HOUSE, MUMBAI-400004.

POOJA PARMAR
411, PARIKH MARKET BUILDING,
OPERA HOUSE, MUMBAI-400004.