

Date: 22nd April, 2024

To,
BSE Limited
Listing Department,
Phiroze Jeejeebhoy Towers
Dalal Street; Fort
Mumbai 400 001
Script Code: 514322

Dear Sir/Madam,

Sub: Intimation under Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This disclosure is in compliance with Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of Kamadgiri Fashion Limited ("Company"), based on the evaluation of the Audit Committee and valuation report submitted by Pradeep Sethia & Associates (Registered Valuer) has approved the proposed transfer of its business undertaking comprising the fabric distribution division and Made-To-Measure business as a going concern on Slump Sale basis to Tritoma Fashion Lab Private Limited by way of Business Transfer Agreement ("BTA") along with all of the rights, title and interest therein for an aggregate cash consideration of Rs.5.91 crores, subject to the approval of the requisite number of shareholders of the Company.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September 2015 are enclosed as "**Annexure - A**" and "**Annexure - B**" respectively.

Kindly take the same on record and display the same on the website of your exchange.

Thanking you,

Yours faithfully,
For Kamadgiri Fashion Limited

Siddhant Singh
Company Secretary Cum Compliance Officer

Annexure A

a. The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	Turnover of the unit was Rs. 69.04 Crore which is 29.89% of the total Turnover
b. Date on which the agreement for sale has been entered into	After receiving approval from shareholders.
c. The expected date of completion of sale/disposal	60-80 days
d. Consideration received from such sale/disposal	Rs. 5.91 Crore
e. Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	Tritoma Fashion Lab Private Limited (“Transferee Company”) was incorporated on 08 th August, 2007 engaged in the Business of textile business and does not belong to any of the promoter/promoter group/group companies
f. Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	No
g. Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations	Not Applicable
h. Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale	The transaction falls within the ambit of a Slump Sale, Hence it is required to disclose indicative disclosures provided for amalgamation/merger which are set out in Annexure B hereto.

ANNEXURE B

a. Name of the entity(ies) forming part of the Business Transfer Arrangement, details in brief such as, size, turnover etc	1. Kamadgiri Fashion Limited. was established in the year 1987 with an aim to produce finest quality fabrics at affordable prices. Since inception, KFL has expanded vertically into Customized Weaving, Branded Fabrics, Apparels, Institutional & Uniform Supplies & Offering Gifting options of pre-packed fabric lengths for various occasions having Turnover of Rs. 28,088.67 Lakhs as on F. Y. 2022-23. 2. Tritoma Fashion Lab Private Limited was incorporated on 08th August, 2007 engaged in the Business of textile business having Turnover of Rs. 11.61 Lakhs as on F. Y. 2022-23
b. Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length	<p style="text-align: center;">No</p>
c. Area of business of the entity(ies)	<p style="text-align: center;">Textile Business</p>
d. Rationale for Business Transfer Arrangement	The decision to initiate a business transfer arrangement stems from a strategic evaluation of the company's current position, future goals, and market dynamics.
e. In case of cash consideration - amount or otherwise share exchange ratio	<p style="text-align: center;">Rs 5.91 Crore</p>
f. Brief details of change in shareholding pattern (if any) of listed entity	<p style="text-align: center;">No Change in Shareholding Pattern</p>