

**KAMDAR GROUP (M) BERHAD**

(Company No: 577740 A)

(Incorporated in Malaysia)

MINUTES of the 16<sup>th</sup> Annual General Meeting of the Company duly convened and held at Royal Selangor Club, Grand Ballroom, 1<sup>st</sup> Floor, Jalan Raja, 50704 Kuala Lumpur on Monday, 10 September 2018 at 10.00 a.m.

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BOARD OF DIRECTORS : Mr Kamal Kumar Kishorchandra Kamdar (Chairman)  
Mr Simon @ Flam Fernandez  
Ms Chia Lee Hoon  
Ms Pragna A/P K M Kamdar

ABSENT WITH APOLOGY : Mr Rajesh Kumar A/L Gejinder Nath

IN ATTENDANCE : Mr. M. Chandrasegaran (Company Secretary)  
Ms Lim Seck Wah (Company Secretary)  
Ms. Teepamalini A/P Krishnan (Assistant to Company Secretary)

SHAREHOLDERS : As per attendance list

PROXY HOLDERS : As per attendance list

BY INVITATION : As per attendance list

**1. CHAIRMAN**

The Chairman, Mr. Kamal Kumar Kishorchandra Kamdar on behalf of the Board welcomed all those present at the 16<sup>th</sup> AGM of the Company and called the meeting to order.

**2. QUORUM**

The Secretary confirmed that a quorum was present. The Chairman declared the meeting duly convened.

**3. NOTICE**

The Secretary confirmed that the Notice of the Meeting together with the Annual Report dated 31 July 2018 have been duly despatched to the members within the requisite statutory period. There being no objection from the floor, the notice convening the meeting was taken as read.

The Chairman briefed the meeting on the procedure to be followed in tabling and approving resolutions in a General Meeting.

The Chairman informed the meeting that since all resolutions will be voted by way of poll the proposer and seconder will be dispensed with.

#### **4. BUSINESS OF THE MEETING**

##### **4.1 REPORTS AND FINANCIAL STATEMENTS**

The Audited Financial Statements together with the Directors' and Auditors' Reports thereon for the year ended 31 March 2018 having been circulated to the members were tabled before the meeting.

The Chairman invited those present to raise any question in relation to the Reports and Audited Financial Statements.

The detailed Questions and Answers ("Q&A") is as attached herein in Appendix I.

There being no further question pertaining to the Audited Financial Statements for the year ended 31 March 2018, the Chairman declared that the Audited Financial Statements for the financial year ended 31 March 2018 and the Reports of the Directors and Auditors thereon be duly received.

##### **4.2 DIRECTORS' FEES – Ordinary Resolution 1**

The following motion was duly put forward for voting: -

"To approve the payment of Directors' fees and benefits totaling to RM1,437,801 for the financial year ended 31 March 2018 (1 January 2017 to 31 March 2018)".

##### **4.3 RE-ELECTION OF DIRECTORS – Ordinary Resolution 2**

The following motion was duly put forward for voting: -

"To re-elect the director, Mr. Kamal Kumar Kishorchandra Kamdar retiring pursuant to Article 102 of the Company's Articles of Association".

The Chairman informed the meeting that Mr. Rajesh Kumar A/L Gejinder Nath ("RK") who is due for retirement in accordance with Articles 102 of the Company's Articles of Association and being eligible for re-election, does not wish to seek for re-election as Director of the Company as he has been appointed as the President of the Strata Tribunal. RK shall be considered retired at the end of this meeting.

#### 4.4 RE-APPOINTMENT OF AUDITORS – Ordinary Resolution 3

The following motion was duly put forward for voting: -

“To re-appoint Messrs PKF Malaysia as Auditors of the Company and to authorise the Directors to fix their remuneration”.

#### 4.5 AUTHORITY TO ISSUE SHARES BY THE COMPANY PURSUANT TO SECTION 75 (1) (a) OF THE COMPANIES ACT, 2016 – Ordinary Resolution 4

The following motion was duly put forward for voting: -

“That pursuant to Section 75 (1) (a) of the Companies Act, 2016 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot new shares in the Company from time to time upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company thereat **AND THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company **AND THAT** the Directors be and are hereby also authorised to obtain the approval from Bursa Securities for the listing and quotation of the additional shares so allotted”.

There being no other matters, the meeting was adjourned for 20 minutes for votes count.

Upon receipt of the results from the Scrutineers, Mega Business Consultancy, the Chairman resumed the meeting and declared all Ordinary Resolutions CARRIED as detailed below:-

No	Ordinary Resolution	Voted For		Voted Against		Results
		No. Of Shares	%	No. Of Shares	%	
1	To approve payment of Directors' Fees and Benefits	100,665,270	57.01	75,913,653	42.99	Carried
2	Re-election of Director, Kamal Kumar A/L Kishorchandra Kamdar	100,675,480	57.84	73,391,055	42.16	Carried
3	To Re-Appoint Messrs PKF Malaysia as Auditors of the Company and to Authorised The Board of Directors to Fix their Remuneration	103,187,868	58.44	73,391,055	41.56	Carried
4	Authority to Allot Shares	100,651,280	57.00	75,927,643	43.00	Carried

## 5. CONCLUSION

There being no further matters the meeting concluded at 12.10 p.m. with a vote of thanks to the Chair.

Confirmed,



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**Kamal Kumar Kishorchandra Kamdar**  
Chairman

Dated: 28 November 2018

This is the APPENDIX 1 attached to the Minutes of the 16<sup>th</sup> Annual General Meeting of Kamdar Group (M) Berhad duly held at Royal Selangor Club, Grand Ballroom, 1st Floor, Jalan Raja, 50704 Kuala Lumpur on Monday, 10 September 2018 at 10.00 a.m. and signed by me.



**Kamal Kumar Kishorchandra Kamdar**  
Chairman

**QUESTIONS RAISED BY THE SHAREHOLDERS/PROXIES IN RELATION TO  
KAMDAR GROUP (M) BERHAD'S AUDITED FINANCIAL STATEMENT FOR THE  
YEAR ENDED 31 MARCH 2018**

**1) Agenda 1 – Reports and Financial Statements**

	<b>Questions</b>	<b>Answers</b>
1.	What is the reason for changing the Financial Year End from 31 December to 31 March?	The Chairman replied that they were advised by the consultant who is doing the consolidated financial statements of the Company and its group. As historically they have faced difficulties consolidating the accounts at the year end 31 December because it overlaps with the school uniform business hence as at 31 December it was a challenge to complete the stock check on time. Therefore, for convenience of stock check and for better accuracy the Financial Year End was changed to 31 March.
2.	Reference was made to page 22 of the Annual Report ("AR") 2018.  How much are the Non-Executive Directors' fee paid and is it for 15 months until 31 March 2018?	Ms Chia Lee Hoon ("Ms Chia") replied that each Non-Executive Director is paid a fee of RM4,000.00 per month for 15 months up to 31 March 2018.
3.	Reference is made to page 23 of AR 2018 first paragraph on remuneration, "The Remuneration Committee reviews and recommends the Executive Directors' remuneration package by assessing their KPI and also	The Chairman replied that they do not have the Remuneration package of Executive Directors of other companies in the similar industries to make a comparison right now.

	<p>refer to Market of similar industry and its size as a benchmark.”</p> <p>Please provide details of the comparison of companies of similar industry in the Market and their Executive Directors details e.g. their qualification, experience and a number of years in a particular business?</p>	
4.	<p>Request for the Chairman to brief on the business plans in Malaysia and International Market?</p>	<p>The Chairman replied that any major business plans will be released via Bursa announcement from time to time. In terms of expansions, currently the Company is working on opening of trading offices and more focus on project market as supplies to hotels, hospitals and resorts throughout the country. However, will be more careful in dealing with right people as previously the Company had invested and opened an outlet in Brunei several year ago unfortunately it was closed down with hefty losses. Therefore, they need to analyse and do proper studies before investing in Malaysia or in International Market.</p>
5.	<p>Is there any chance of the Company distributing any dividend?</p>	<p>We do not intend to pay any dividend for the time being as we need to reserve the cash for working capital requirements.</p>
6.	<p>The Chairman was requested to brief on unprofitable outlets which are closed, relocated and new outlets.</p>	<p>The Chairman brief on the unprofitable and closed outlets as follows:</p> <ul style="list-style-type: none"> <li>• <b>Kuantan</b> - Recently, the Company had invested in a property in Kuantan because they were asked to move out from their rented outlet. This outlet was profitable so when they found a property in the same vicinity they bought as the location was good.</li> <li>• <b>Kuching</b> – This outlet was not doing well, hence closed the outlet.</li> <li>• <b>IOI mall, Puchong</b> – The lease of the outlet in the IOI mall had expired hence, relocated the outlet to two (2) shop lots in front of the Mall.</li> </ul>

		<ul style="list-style-type: none"> <li>• <b>Angsana mall at Johor Bahru</b> - This outlet was at the mercy of the landlord so bought a property around the same vicinity and moved the outlet to the new property.</li> </ul>
7.	Requested to refresh the SS 2/64, Petaling Jaya outlet as the shop lot is not clean and unhealthy for the staffs who are working there.	The chairman informed that the outlet is not doing well and is the process of being shut down.
8.	Reference was made to the AR 2018 on page 76 pertaining to the Insurance Claim of RM1,594,169.00 Million.  Why the claim for August 2014 received so late?	The Chairman explained that there were disputes between the Company and the insurance company. Therefore, the insurance company took some to time release the claim.
9.	Reference was made to the AR 2018 on page 99.  Why the Inventories written down has increased by double?	Ms Chia explained that the Company had to write down the old inventories.
10.	Property, plant and equipment written off is RM748,816 which has increased by 3 times from the last financial year end.  Any reason for increase?	Ms Chia explained that during the Financial Year the Company had closed down two branches hence had to write off the old furniture and the renovation cost.
11.	Reference was made to the AR 2018 on page 105 pertaining to the Ageing Analysis of the Group. More than 120 days is amounting to RM5,022,814.  Why such a big amount?	The Chairman replied that this amount refers to the wholesale unit at Penang branch, where credit was given and collection is slow. Mr Hamendra, who is running the Penang branch has cut down the amount of credit to avoid as much as possible the credit risk. However, he is confident of collecting the debt.
12.	Reference was made to the AR 2018 on page 89 pertaining to GST receivable which has increased by almost double as compared to last financial year end.  Has the Company taken any action to collect this amount?	Ms Chia replied that the GST refund for the 2 months amounting amounting to RM300,000.00 has been submitted to customs and excise department and awaiting reply.

13	Please advise whether the SST will affect our bottom line?	The chairman replied that SST will affect the bottom line same as GST as they cannot pass it on to the customers.
14.	What is the status of the legal case between the Company's subsidiary, Kamdar Sdn Bhd ("KSB") and Mohamad Hafiz on Page 115 of AR 2018?	The chairman informed that there have already filed an appeal and chances to win the case is reasonably good.
15.	<p>Reference was made to the AR 2018 on page 39.</p> <p>The way the Statement is written by the Auditors PKF seems as though the Auditors' Report is qualified.</p> <p>Can the Management and Auditors give an explanation on this paragraph?</p>	<p>Mr. Simon replied that the sentence "Our opinion on the financial statement of the Group and of the Company does not cover other information and we do not express any form of assurance conclusion thereon" is a standard sentence in all auditors' reports and the Auditor, Mr Brian Wong of PKF confirmed that Kamdar Group (M) Berhad's Auditors' Report for this current year as prepared by PKF is clean and unqualified.</p>
16.	Whether directors' fee should have been paid after the shareholders' approval or before?	<p>Ms Cindy Lim ("CL"), the Joint Company Secretary of the Company replied that the Companies act, 2016 states that the fees of the directors, and any benefits payable to the directors shall be approved at a general meeting but does not mention whether the directors' fees should be paid after or before the shareholders' approval.</p>