

**KAMDAR GROUP (M) BERHAD**  
Registration No. 200201010077 (577740-A)  
Incorporated in Malaysia

MINUTES of the Twenty-First Annual General Meeting ("21st AGM") of the Company held at the Broadcast Venue, at Board Room, 7th Floor, No 113, Jalan Tuanku Abdul Rahman, 50100 Kuala Lumpur on Friday, 24 November 2023 at 2.00 p.m.

---

BOARD OF DIRECTORS : Mr. Kamal Kumar Kishorchandra Kamdar (Chairman)  
Ms. Chia Lee Hoon  
Mr. Vicknaraj A/L Jayaraj  
Ms. Lim Chai Har  
Ms. Pragna A/P K M Kamdar

IN ATTENDANCE : Ms. Cindy Goh (Company Secretary)  
Ms. Nicole Goh (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 took the chair and called the Meeting to order. He welcomed and thanked the shareholders/proxies and invited guests for their attendance for the AGM.

The Chairman proceeded to introduce the Board members and the Company Secretary who were seated with him at the broadcast venue. He also informed the meeting that Ms. Pragna A/P K M Kamdar, the Non-Independent Non-Executive Director as well as the representatives of Messrs TGS TW PLT, the External Auditors of the Company, were participated the 21st AGM remotely.

**2. QUORUM**

Pursuant to Clause 71 of the Company's Constitution, two (2) members present in person or by proxy shall constitute a quorum for the meeting. The Company received a total of 111 shareholders and proxies representing 166,946,152 shares equivalent to 84.32% of the total issued shares of the Company registered at the commencement of the meeting.

With the requisite quorum present, the Chairman declared the meeting duly convened.

**3. NOTICE**

The Notice of the AGM dated 30 October 2023 together with Annual Report for the financial year ended 30 June 2023 having been circulated to the shareholders within the prescribed statutory period, were taken as read.

#### **4. MEETING VOTING PROCEDURE**

The Company Secretary informed that pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions tabled at a general meeting would be voted by way of poll.

The Meeting was informed that the Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the polling process and Cygnus Technology Solutions Sdn. Bhd. as the Independent Scrutineer to verify the poll results.

The Company Secretary briefed on the e-polling voting procedure. The Meeting was informed that the voting on the resolutions could be done at any time throughout the Meeting until the closure of the voting session.

#### **5. WRITTEN QUESTIONS FROM MINORITY SHAREHOLDER WATCHDOG GROUP ("MSWG")**

Before proceeding with the business of the Meeting, the Company Secretary informed that the Company received written questions from MSWG in relation to Strategic and Financial matters as well as Corporate Governance matters of the Company for this AGM, of which the Company has replied in writing accordingly.

On behalf of the Company, the Company Secretary presented the Company's responses to MSWG, as summarized in **Appendix I**.

#### **6. BUSINESS OF THE MEETING**

##### **6.1 Audited Financial Statements for the financial year ended 30 June 2023 together with the Directors' and Auditors' Reports thereon**

The Chairman informed that the first item on the agenda was to receive the Audited Financial Statements for the financial year ended 30 June 2023 together with the Reports of the Directors and Auditors thereon ("AFS"). He added that this Agenda was meant for discussion only in accordance with the provisions of Section 251(1)(a) of the Companies Act 2016 and would not be put forward for voting.

After due deliberation, the Chairman declared that the Audited Financial Statements for the financial year ended 30 June 2023 and the Reports of the Directors and Auditors thereon duly received.

##### **6.2 Directors' Fees – Ordinary Resolution 1**

The Chairman informed the Meeting that the directors who are shareholders of the Company would abstain from voting on this resolution to approve his/her own fees pursuant to Practice 7.2 of the Malaysian Code on Corporate Governance. Hence, Ms Pragna was abstained from voting on this resolution.



The following motion was duly put forward for voting: -

"To approve the payment of Directors' fees and Meeting Allowance for the Non-Executive Directors of the Company of up to RM153,600.00 from this 21st AGM until the next AGM in 2024 of the Company and the Directors' Fees be payable monthly in arrears.

### **6.3 Re-Election of Director (Chia Lee Hoon) – Ordinary Resolution 2**

The Chairman tabled Ordinary Resolution 2 on the re-election of Ms Chia Lee Hoon, who subject to retirement by rotation in accordance with Article 102 of the Company's Constitution and being eligible, had offered herself for re-election.

The profile of Ms Chia Lee Hoon was set out in page 8 of the Annual Report 2023.

The following motion was duly put forward for voting: -

"To re-elect the Director, Ms Chia Lee Hoon retiring pursuant to Article 102 of the Company's Constitution and being eligible, offered herself for re-election."

### **6.4 Re-Election of Director (Pragna A/P K.M. Kamdar) – Ordinary Resolution 3**

The Chairman tabled Ordinary Resolution 3 on the re-election of Ms Pragna A/P K.M. Kamdar, who subject to retirement by rotation in accordance with Article 102 of the Company's Constitution and being eligible, had offered herself for re-election.

The profile of Ms Pragna A/P K.M. Kamdar was set out in page 10 of the Annual Report 2023.

The following motion was duly put forward for voting: -

"To re-elect the Director, Ms Pragna A/P K.M. Kamdar retiring pursuant to Article 102 of the Company's Constitution and being eligible, offered herself for re-election."

### **6.5 Re-Appointment of Auditors – Ordinary Resolution 4**

The Chairman informed that Ordinary Resolution 4 was in relation to the re-appointment of the retiring auditors, Messrs TGS TW PLT as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration.

It was noted that Messrs TGS TW PLT have expressed their willingness to continue in office.

The following motion was duly put forward for voting: -

"To re-appoint Messrs TGS TW PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration".

#### **6.6 Special Business**

##### **Authority to allot shares pursuant to Sections 75 and Section 76 of the Companies Act 2016 – Ordinary Resolution 5**

The Chairman informed that proposed Ordinary Resolution 5 was to empower the Directors to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016, which is to enable the Directors to allot up to 10% of the total issued shares of the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit and would be in the best interest of the Company.

The Company also sought to waive the statutory pre-emptive rights of the shareholders of the Company pursuant to Section 85 of the Companies Act 2016

The Chairman informed that no shares were issued during the financial year arising from the mandate obtained at the last Annual General Meeting.

The proposed Ordinary Resolution 5 as detailed below was put forward for voting: -

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT pursuant to Section 85 of the Act to be read together with Article 4 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new Company shares ranking equally to the existing issued Company shares arising from any issuance of the new Company shares pursuant to Sections 75 and 76 of the Act."

#### **7. ANY OTHER BUSINESS**

There was no notice received for any other business to be transacted at the 21st AGM.



## 8. QUESTIONS AND ANSWERS ("Q&A")

The Meeting proceeded with the Q&A session. There was question posed online. The questions and answers were as per **Appendix II** attached. Chairman adjourned the meeting for poll voting after the Q&A session.

## 9. POLL RESULTS

The Meeting proceeded to vote and was adjourned to give time for the Poll Administrators and the scrutineer to conduct the polling process and verify the poll results respectively.

The Meeting resumed upon the receipt of the poll results duly verified by the Independent Scrutineer. The Chairman read out the verified voting results as follow: -

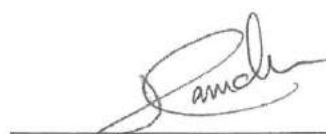
Resolution	Voted For		Voted Against		Results
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 1 To approve the payment of Directors' Fees and Meeting Allowance	91,592,083	58.3275	65,438,569	41.6725	Carried
Ordinary Resolution 2 Re-election of Director – Chia Lee Hoon	159,052,505	95.2731	7,891,303	4.7269	Carried
Ordinary Resolution 3 Re-election of Director – Pragna A/P K.M. Kamdar	101,507,512	60.8034	65,436,396	39.1966	Carried
Ordinary Resolution 4 To re-appoint Messrs TGS TW PLT as Auditors of the Company	101,508,512	60.8040	65,435,396	39.1960	Carried
Ordinary Resolution 5 Authority to issue shares	101,505,702	60.8024	65,438,006	39.1976	Carried

Based on the above, the Chairman declared all 5 Ordinary Resolutions **CARRIED**.

## 10. CONCLUSION

There being no further business, the meeting concluded at 2.50 p.m. with a vote of thanks to the Chair.

Confirmed,

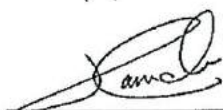


**Kamal Kumar Kishorchandra Kamdar**  
Chairman

Dated: 1 December 2023

## APPENDIX I

This is the questions raised by the Minority Shareholder Watch Group (MSWG) as attached to the Minutes of the 21st Annual General Meeting of the Company and signed by me.



**Kamal Kumar Kishorchandra Kamdar**  
Chairman

### QUESTIONS RAISED BY THE MSWG

#### Operational & Financial Matters

<b>Q1</b>	As the country transitions toward the endemic phase of the Covid-19 pandemic and economic activities continue to normalize, what are the factors that have contributed to the significant drop in retail revenue from RM116.7m in FY2019 before the onset of the pandemic to RM65.8m in FY2023? If stiffer competition is one of the reasons for the decrease in revenue, what has caused the competition to become stiffer?
<b>ANS to Q1</b>	<p>There are several reasons for this which are listed below in a non-exhaustive list that attributed to a significant growth in online retail which has given us stiff competition and affected our revenue since 2019 before the pandemic, as follow:</p> <ol style="list-style-type: none"> <li>1. Impact of Covid-19 overall lead to a downturn in spending especially textile industry and people shifted to ready-made clothing rather than textiles.</li> <li>2. Downturn in the economy and global recession reduced consumer spending.</li> <li>3. The Ukraine war attributed to an increase in commodity prices globally, affecting Malaysia significantly causing global inflation post Covid-19. This reduced the disposable income for textiles, clothing and other non-essentials.</li> <li>4. The onset and sharp growth of online shopping during the Covid epidemic also lead to an increase in the number of online retailers during Covid epidemic which is continuing today.</li> <li>5. Growth of the Online shopping platforms and marketplaces like Lazada and Shopee.</li> <li>6. Government support of digital technology and funding &amp; subsidies and grants that encourage more people to buy online during the Lockdowns have continuing effect on retail in store shopping.</li> <li>7. Growth of tik-tok shop which subsidises and promotes online business entrepreneurs.</li> <li>8. Massive move of people from normal economy to gig economy (a free market system in which temporary positions are common and organizations hire independent workers for short-term commitments),</li> <li>9. Social Media Influencers have influenced shopping patterns away from regular stores to online stores.</li> <li>10. Growth of other related forms of online business like affiliate marketing and drop shipping.</li> <li>11. Closure or downsizing of Kamdar's businesses.</li> </ol>



<b>Q2</b>	The management will continue to exercise financial prudence and tighten operating costs to maximise shareholder value through our four strategic growth drivers i.e. strategic diversification, driving technology & innovation, cost and organizational effectiveness and looking into sustainability as a new growth area (page 13 of Annual Report 2023). Please provide further explanation regarding the aforementioned four strategic growth drivers.
<b>ANS to Q2</b>	The Company is of the view that the disclosure of the detailed information on future plan is detrimental to the Company's interests as detailed strategic plans have to be kept secret and not be disclosed or made available to our competitors.
<b>Q3</b>	Excluding a gain of RM8.89m from the disposal of property, plant and equipment in FY2022, Kamdar has been experiencing losses since FY2020. However, it is worth noting that the salary of the Chairman/ Managing Director increased from RM1,200,000 in FY2022 to RM1,546,452 in FY2023. What are the justifications for this notable increase in salary? Besides, the other emoluments of the Chairman/ Managing Director increased from RM155,207 in FY2022 to RM217,945 in FY2023. What are the key components of other emoluments, and what are the reasons for the year-on-year increase in other emoluments?
<b>ANS to Q3</b>	<p>In FYE 2022 – Mr Kamal only received ten (10) month salary for the financial year ended 30 June 2022 (1 July 2021 to 30 June 2022) due to the lockdown by the Movement Control orders (MCO) in June 2021. All our stores were closed in the months of June, July and partly in August 2021. Mr Kamal decided not to draw his salary for that 3 months lockdown period.</p> <p>The key components of other emoluments are defined contribution plans (EPF contribution) and medical policy.</p>

### **Corporate Governance Matters**

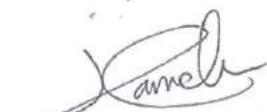
<b>Q4</b>	<p>Practice 1.3 of the Malaysian Code on Corporate Governance 2021 advocates a separation of the positions of the Chairman and CEO in order to promote accountability and facilitate the division of responsibilities between them. A Chairman leads the board in overseeing the management team, including deciding on the appointment, compensation and replacement of CEO, while the CEO focuses on the business and day-to-day management of the company. As such, a separation of the roles of the Chairman and the CEO increases the board's independence from management and thus leads to better monitoring and oversight. Following up on the question we raised at the AGM last year, it is worth noting that while the Non-Executive Directors comprise 60% of the Board, the Independent Directors only make up 40%. Moreover, one of the non-executive directors happens to be a sibling of the Chairman/Managing Director.</p> <p>We would like to inquire about the measures that have been implemented to ensure the independence of the board in overseeing the management team, particularly given the fact that the Chairman, who presides over the board, also holds the Managing Director position within the company. Additionally, considering the aforementioned familial relationship between one of the non-</p>
-----------	--

	executive directors and the Chairman/Managing Director, how does the board ensure its independence?
<b>ANS to Q4</b>	<p>The Non-Executive Directors ("NED") are independent from Management. Their roles are to provide a balance view, to constructively challenge Management and monitor the success of Management in delivering the approved targets and business plans within the risk appetite set by the Board.</p> <p>NED have direct access to the Management at all levels, and they engage with the external and internal auditors to address matters concerning Management and oversight of the Company's business and operations, if any. As such the Board is of the view that the significant contribution of Non-Executive Directors which is made up of 60% of the current Board's size, provides for the relevant checks and balance.</p> <p>An annual review is conducted to assess the independence of Independent Non-Executive Directors to ensure they remain independent in judgement and decisions are made objectively.</p>



## APPENDIX II

This is the question raised by the shareholders/proxies as attached to the Minutes of the 21st Annual General Meeting of the Company duly held on 24 November 2023 and signed by me.



**Kamal Kumar Kishorchandra Kamdar**  
Chairman

### QUESTION RAISED BY THE SHAREHOLDERS/PROXIES AT KAMDAR GROUP (M) BERHAD'S 21ST AGM

No.	Question	Answer
1.	Did the Company's products manufacture locally?	<p>Majority of the textile products are imported while some garments are produced locally.</p> <p>Most of the textile products are unable to produce locally due to limited production capacity in Malaysia and also due to timely fashion and cost concerns.</p>