

U. P. JAIN & CO.

COMPANY SECRETARIES

CS UMMEDMAL P. JAIN
B.COM., L.L.B., F.C.S.

MOBILE NO.: 98202 84266
E-MAIL: UPJAINCO@GMAIL.COM

26, NAFEEES CHAMBER, 121-123, MODY STREET, FORT, MUMBAI-400001

CONSOLIDATED SCRUTINIZER'S REPORT [E-VOTING PROCESS]

*[Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies
(Management and Administration) Rules, 2014]*

To,
The Chairman,
KEWAL KIRAN CLOTHING LIMITED
Kewal Kiran Estate,
460/7, I. B. Patel Road,
Near Western Express Highway,
Goregoan (East)
Mumbai- 400063.

Dear Sir,

1. I, Ummedmal Jain, Company Secretary in Practice and Proprietor, M/s. U. P. Jain & Co., Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of **KEWAL KIRAN CLOTHING LIMITED** (“the Company”) in its meeting held on 13th August, 2024 for the purpose of scrutinizing the voting through electronic means (“e-voting”) process in a fair and transparent manner as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time for the below mentioned resolutions contained in notice dated 13th August, 2024 issued in accordance with General Circular Nos. 14/2020, 17/2020, 20/2020 33/2020, 39/2020, 10 /2022 and 9/2023 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 28th September, 2020 31st December, 2020, 28th December, 2022 and 25th September, 2023 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI / HO/CFD/ PoD-2/ P/CIR/2023/4 and SEBI/HO/DDHS/P/CIR/2023/0164 dated 12th May, 2020, 15th January, 2021, 5th January, 2023 and 6th October, 2023 respectively issued by the Securities and Exchange Board of India, calling the 33rd Annual General Meeting of the Equity Shareholders of the Company to be held on 27th September, 2024 at 12.00 noon through Video conference (“VC”) or Other Audio Visual Means (“OAVM”).

Management's Responsibility:

2. It is the responsibility of the management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made there under and also the requirements thereof relating to e-voting on the resolutions contained in the Notice of the 33rd Annual General Meeting of the Equity Shareholders of the Company.

Scrutinizer's Responsibility:

3. As the Scrutinizer for the e-voting process, my role and responsibility are limited to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" in respect of the resolutions contained in the Notice of the 33rd Annual General Meeting, based on the reports generated from the e-voting system provided by the Link Intime India Limited ("LIPL"), the Registrar and Transfer Agent and the authorised agency engaged by the Company to provide remote e-voting facilities and attendant papers / documents furnished to me electronically by the Company and/or LIPL for my verification.

Cut-off date:

4. The Equity Shareholders holding shares as on the 'cut off' date i.e., 20th September, 2024 were entitled to vote on the proposed resolutions which were set out in the Notice of the 33rd Annual General Meeting of the Company.

Remote e-voting process:

5. (a) The voting was conducted using remote e-voting which remained opened from 24th September, 2024 (9.00 am) to 26th September, 2024 (5.00 pm).

(b) The remote e-voting and the LIPL e-voting platform were blocked thereafter.

(c) The details containing, inter alia, list of equity shareholders, who voted "Favour" or "Against" on each of the resolutions that was put to vote, were downloaded from the e-voting website of the LIPL at <https://instavote.linkintime.co.in>. Based on the report generated by LIPL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

E-voting process at the AGM:

6. (a) The voting was conducted using e-voting at 33rd Annual General Meeting held on 27th September, 2024 to those shareholders who had not cast their vote through the remote e-voting.

(b) The e-votes cast were unblocked on Friday, 27th September, 2024 after the conclusion of the AGM.
7. Particulars of all votes received through electronic voting system from the members have been entered in the Register separately maintained for the said purpose.
8. A summary of the votes received electronically and through ballot papers are given below:

- a. Ordinary Resolution 1:** To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2024 including the Audited Balance Sheet as on March 31, 2024 and the Statement of Profit and Loss Account for the financial year ended March 31, 2024 together with the report of the Directors and Auditors thereon:

Particulars	Number of members voted	No. of shares	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	166	5,08,91,572	5,08,91,572	82.5824
e-voting at AGM	3	160	160	0.0003
Total votes cast	169	5,08,91,732	5,08,91,732	82.5827
Less: Invalid / Abstain votes	2	1,75,517	1,75,517	0.2848
Net valid votes cast	167	5,07,16,215	5,07,16,215	82.2979

(i) Voted in favour of the resolution:

Number of members voted thru e-voting system	Number of Votes cast in favour of resolution	% of total number of valid votes cast
165	5,07,16,043	99.9997

(ii) Voted against the resolution:

Number of members voted thru e-voting system	Number of Votes cast against the resolution	% of total number of valid votes cast
2	172	0.0003

(iii) Invalid / Abstain Votes:

Number of members whose votes were declared invalid /Abstain	Total number of votes cast by them
2	1,75,517

- b. Ordinary Resolution 2: To** Appoint a director in place of Mr. Hemant Jain, (DIN: 00029822) who retires by rotation and being eligible, offers himself for re-appointment:

Particulars	Number of members voted	No. of shares	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	166	5,08,91,572	5,08,91,572	82.5824
e-voting at AGM	3	160	160	0.0003
Total votes cast	169	5,08,91,732	5,08,91,732	82.5827
Less: Invalid / Abstain votes	1	10	10	0.0000
Net valid votes cast	168	5,08,91,722	5,08,91,722	82.5827

- (i) Voted in favour of the resolution:**

Number of members voted thru e-voting system	Number of Votes cast in favour of resolution	% of total number of valid votes cast
166	5,08,91,550	99.9997

- (ii) Voted against the resolution:**

Number of members voted thru e-voting system	Number of Votes cast against the resolution	% of total number of valid votes cast
2	172	0.0003

- (iii) Invalid / Abstain Votes:**

Number of members whose votes were declared invalid /Abstain	Total number of votes cast by them
1	10

- c. **Special Resolution 3:** To alter the object clause of the Memorandum of Association of the Company:

Particulars	Number of members voted	No. of shares	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	166	5,08,91,572	5,08,91,572	82.5824
e-voting at AGM	3	160	160	0.0003
Total votes cast	169	5,08,91,732	5,08,91,732	82.5827
Less: Invalid / Abstain votes	0	0	0	0.0000
Net valid votes cast	169	5,08,91,732	5,08,91,732	82.5827

- (iv) ***Voted in favour of the resolution:**

Number of members voted thru e-voting system	Number of Votes cast in favour of resolution	% of total number of valid votes cast
167	5,08,91,556	99.9997

- (v) ***Voted against the resolution:**

Number of members voted thru e-voting system	Number of Votes cast against the resolution	% of total number of valid votes cast
3	176	0.0003

- (vi) **Invalid / Abstain Votes:**

Number of members whose votes were declared invalid /Abstain	Total number of votes cast by them
0	0

* One shareholder has voted in favour of the resolution w.r.t. part of the shares held by him and simultaneously voted against in respect of remaining shares.

Special Resolution 4: Appointment of Mr. Vivek Keshav Shiralkar as an Independent Director of the Company:

Particulars	Number of members voted	No. of shares	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	166	5,08,91,572	5,08,91,572	82.5824
e-voting at AGM	3	160	160	0.0003
Total votes cast	169	5,08,91,732	5,08,91,732	82.5827
Less: Invalid / Abstain votes	0	0	0	0.0000
Net valid votes cast	169	5,08,91,732	5,08,91,732	82.5827

(vii) Voted in favour of the resolution:

Number of members voted thru e-voting system	Number of Votes cast in favour of resolution	% of total number of valid votes cast
166	5,08,91,550	99.9996

(viii) Voted against the resolution:

Number of members voted thru e-voting system	Number of Votes cast against the resolution	% of total number of valid votes cast
3	182	0.0004

(ix) Invalid / Abstain Votes:

Number of members whose votes were declared invalid /Abstain	Total number of votes cast by them
0	0

Special Resolution 5: Appointment of Mr. Kewalchand Pukhraj Jain as Chairman and Managing Director of the Company and remuneration payable to him during such tenure:

Particulars	Number of members voted	No. of shares	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	166	5,08,91,572	5,08,91,572	82.5824
e-voting at AGM	3	160	160	0.0003
Total votes cast	169	5,08,91,732	5,08,91,732	82.5827
Less: Invalid / Abstain votes	0	0	0	0.0000
Net valid votes cast	169	5,08,91,732	5,08,91,732	82.5827

(i) ***Voted in favour of the resolution:**

Number of members voted thru e-voting system	Number of Votes cast in favour of resolution	% of total number of valid votes cast
166	5,08,91,552	99.9996

(ii) ***Voted against the resolution:**

Number of members voted thru e-voting system	Number of Votes cast against the resolution	% of total number of valid votes cast
4	180	0.0004

(iii) **Invalid / Abstain Votes:**

Number of members whose votes were declared invalid /Abstain	Total number of votes cast by them
0	0

* One shareholder has voted in favour of the resolution w.r.t. part of the shares held by him and simultaneously voted against in respect of remaining shares.

Special Resolution 6: To give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act, 2013:

Particulars	Number of members voted	No. of shares	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	166	5,08,91,572	5,08,91,572	82.5824
e-voting at AGM	3	160	160	0.0003
Total votes cast	169	5,08,91,732	5,08,91,732	82.5827
Less: Invalid / Abstain votes	0	0	0	0.0000
Net valid votes cast	169	5,08,91,732	5,08,91,732	82.5827

(i) Voted in favour of the resolution:

Number of members voted thru e-voting system	Number of Votes cast in favour of resolution	% of total number of valid votes cast
127	4,79,21,795	94.1642

(ii) Voted against the resolution:

Number of members voted thru e-voting system	Number of Votes cast against the resolution	% of total number of valid votes cast
42	29,69,937	5.8358

(iii) Invalid / Abstain Votes:

Number of members whose votes were declared invalid /Abstain	Total number of votes cast by them
0	0

You may accordingly declare the result of the voting through electronic means and by Ballot.

9. The Register, all other papers and relevant records relating to the e-voting and ballot paper shall remain in my custody until the Chairman considers, approves and signs the minutes of the aforesaid 33rd Annual General Meeting and the same shall be handed over to the Chairman / Company Secretary of the Company for safe keeping.

Restriction on Use:

10. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of LIPL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,

**For U. P. Jain & Co.
Company Secretaries**

Ummedmal P. Jain

Proprietor

FCS-3735, CP-2235

UDIN: F003735F001353446

Place: Mumbai

Date: 28th September, 2024