

U. P. JAIN & CO.

COMPANY SECRETARIES

CS UMMEDMAL P. JAIN
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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 29th July, 2021 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 29th July, 2021 issued in accordance with General Circular Nos. 14/2020, 17/2020, 20/2020 33/2020, 39/2020 and 02 /2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 28th September,2020 31st December,2020 and 13th January,2021 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 12th May, 2020 and 15th January,2021 respectively issued by the Securities and Exchange Board of India, calling the 30th Annual General Meeting of the Equity Shareholders of the Company to be held on 15th September, 2021 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 30th AGM 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 30th AGM, based on the reports generated from the e-voting system provided by the Link Intime India Limited ("LI IPL"), 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 LI IPL for my verification.

Cut-off date:

4. The Equity Shareholders holding shares as on the 'cut off' date i.e. 8th September, 2021 were entitled to vote on the proposed resolutions which were set out in the Notice of the 30th Annual General Meeting of the Company.

Remote e-voting process:

5. (a) The voting was conducted using remote e-voting which remained opened from 12th September, 2021 (9.00 am) to 14th September, 2021 (5.00 pm).

(b) The remote e-voting and the LI IPL 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 LI IPL at <https://instavote.linkintime.co.in>. Based on the report generated by LI IPL 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 30th Annual General Meeting (AGM) held on 15th September, 2021 to those shareholders who had not cast their vote through the remote e-voting.

(b) The e-votes cast were unblocked on Tuesday, 15th September, 2021 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:** Adoption of Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2021 including the Audited Balance Sheet as on 31st March, 2021 and the Statement of Profit and Loss Account for the financial year ended 31st March, 2021 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	95	11,442,822	11,442,822	92.842
e-voting at AGM	6	33	33	0.000
Total votes cast	101	11,442,855	11,442,855	92.842
Less: Invalid / Abstain votes	0	0	0	0.00
Net valid votes cast	101	11,442,855	11,442,855	92.842

(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
101	11,442,855	100.00

(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
0	0	0.00

(iii) Invalid / Abstain Votes:

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

- b. Ordinary Resolution 2:** Appoint a director in place of Mr. Hemant P. Jain, (DIN: 0029822) 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	95	11,442,822	11,442,822	92.842
e-voting at AGM	6	33	33	0.000
Total votes cast	101	11,442,855	11,442,855	92.842
Less: Invalid / Abstain votes	0	0	0	0.00
Net valid votes cast	101	11,442,855	11,442,855	92.842

- (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
97	11,437,561	99.954

- (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	5,294	0.046

- (iii) Invalid / Abstain Votes:**

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

- c. Special Resolution 3:** To revise the remuneration payable to Mr. Kewalchand P. Jain (DIN: 00029730) Chairman and Managing 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	95	11,442,822	11,442,822	92.842
e-voting at AGM	6	33	33	0.000
Total votes cast	101	11,442,855	11,442,855	92.842
Less: Invalid / Abstain votes	2	532,413	532,413	4.320
Net valid votes cast	99	10,910,442	10,910,442	88.522

(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
97	10,910,277	99.998

(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	165	0.002

(iii) Invalid/Abstain Votes:

Number of members whose votes were declared invalid /Abstain	Total number of votes cast by them
2	532,413

- d. Special Resolution 4:** To designate Mr. Hemant Jain (DIN – 00029822) as Joint Managing Director of the Company and revise the remuneration payable to Mr. Jain as Joint Managing 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	95	11,442,822	11,442,822	92.842
e-voting at AGM	6	33	33	0.000
Total votes cast	101	11,442,855	11,442,855	92.842
Less: Invalid / Abstain votes	2	532,413	532,413	4.320
Net valid votes cast	99	10,910,442	10,910,442	88.522

(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
94	10,905,098	99.951

(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
5	5,344	0.049

(iii) Invalid / Abstain Votes:

Number of members whose votes were declared invalid /Abstain	Total number of votes cast by them
2	532,413

- e. Special Resolution 5:** To revise the remuneration payable to Mr. Dinesh P. Jain (DIN: 00327277) Wholetime 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	95	11,442,822	11,442,822	92.842
e-voting at AGM	6	33	33	0.000
Total votes cast	101	11,442,855	11,442,855	92.842
Less: Invalid / Abstain votes	2	532,413	532,413	4.320
Net valid votes cast	99	10,910,442	10,910,442	88.522

(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
97	10,910,277	99.998

(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	165	0.002

(iii) Invalid/Abstain Votes:

Number of members whose votes were declared invalid /Abstain	Total number of votes cast by them
2	532,413

- f. Special Resolution 6:** To revise the remuneration payable to Mr. Vikas P. Jain (DIN: 00029901) Wholetime 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	95	11,442,822	11,442,822	92.842
e-voting at AGM	6	33	33	0.000
Total votes cast	101	11,442,855	11,442,855	92.842
Less: Invalid / Abstain votes	2	532,413	532,413	4.320
Net valid votes cast	99	10,910,442	10,910,442	88.522

- (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
97	10,910,277	99.998

- (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	165	0.002

- (iii) Invalid/Abstain Votes:**

Number of members whose votes were declared invalid /Abstain	Total number of votes cast by them
2	532,413

- g. Ordinary Resolution 7:** To revise the remuneration payable to Mr. Pankaj K. Jain, President – Retail and a relative of Mr. Kewalchand P. Jain, Chairman & Managing 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	95	11,442,822	11,442,822	92.842
e-voting at AGM	6	33	33	0.000
Total votes cast	101	11,442,855	11,442,855	92.842
Less: Invalid / Abstain votes	8	1,450,668	1,450,668	11.770
Net valid votes cast	93	9,992,187	9,992,187	81.072

(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
88	9,986,793	99.946

(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
5	5,394	0.054

(iii) Invalid / Abstain Votes:

Number of members whose votes were declared invalid /Abstain	Total number of votes cast by them
8	1,450,668

- h. Ordinary Resolution 8:** To revise the remuneration payable to Mr. Hitendra H. Jain, President – Addition and a relative of Mr. Hemant P. Jain, Jt. Managing 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	95	11,442,822	11,442,822	92.842
e-voting at AGM	6	33	33	0.000
Total votes cast	101	11,442,855	11,442,855	92.842
Less: Invalid / Abstain votes	8	1,451,972	1,451,972	11.781
Net valid votes cast	93	9,990,883	9,990,883	81.061

(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
88	9,985,489	99.946

(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
5	5,394	0.054

(iii) Invalid / Abstain Votes:

Number of members whose votes were declared invalid /Abstain	Total number of votes cast by them
8	1,451,972

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 30th 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: F003735C000953750

Place: Mumbai

Date: 16th September, 2021