

U. P. JAIN & CO.

COMPANY SECRETARIES

CS UMMEDMAL P. JAIN
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SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

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

Scrutinizer's Report on Postal Ballot Notice e-voting by way of remote voting by electronic means in respect of passing of the resolutions set-out in the notice dated 20th January, 2024 through Postal Ballot

Dear Sir,

1. I, Ummedmal Jain, Company Secretary in Practice and Proprietor, M/s. U. P. Jain & Co., Company Secretaries, was appointed as Scrutinizer by the Board of Directors of **KEWAL KIRAN CLOTHING LIMITED** ("the Company") in its meeting held on 20th January, 2024 for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("e-voting") in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting for Postal Ballot carried out in accordance with the provisions of Sections 108, 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and Rules made thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the General Circular No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020, No.39/2020 dated December 31, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") in respect of Resolutions as set out in the Postal Ballot Notice dated 20th January, 2024.

Management's Responsibility:

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, Rules thereunder read with relevant MCA Circulars, Secretarial Standards on General Meetings (SS-2) and Regulations contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic means on the resolution contained in the Postal Ballot Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.
3. The Company has availed E-voting facility from Link Intime India Limited (“LI IPL”) for conducting e-voting by members of the Company. As per MCA Circulars and applicable provisions of the Act, Postal Ballot notices were sent to all those shareholders through e-mail whose e-mail id were registered with Registrar and Transfer Agent/depository/depository participants. The e-voting portal remained open for voting from Wednesday, 7th February, 2024 (9.00 a.m. IST) to Thursday, 7th March, 2024 (5.00 P.M. IST) both days inclusive. The shareholders of the Company holding shares either in physical form or dematerialized form, as on the cut-off Date i.e. Friday, 2nd February, 2024 were entitled to vote on the resolutions.
4. In compliance with the requirements of the MCA Circulars hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the shareholders for this Postal Ballot and shareholders were requested to communicate their assent/dissent through the remote e-voting system only.
5. As per Section 110(2) of the Companies Act, 2013 read with Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, if a resolution is assented by to by a requisite majority of the shareholders by means of Postal Ballot it shall be deemed to have been duly passed on the last date specified for e-voting i.e.7th March, 2024.

Scrutinizer's Responsibility:

6. As the Scrutinizer for the e-voting process, my role and responsibility are limited to making a Scrutinizer's Report of the votes cast “in favour” or “against” in respect of the resolutions contained in the Postal Ballot Notice. My report is based on verification of data and the reports generated from the voting system provided by the Link Intime India Limited (“LI IPL”), the Registrar and Transfer Agent and the authorised agency engaged by the Company under the Rules and engaged by the Company to provide e-voting facilities and attendant papers / documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till 5 p.m. on Thursday, 7th March, 2024.

Cut-off date:

7. The Equity Shareholders holding shares as on the 'cut off' date as set out in the Notice i.e. 2nd February, 2024 were entitled to vote on the proposed resolutions which were set out in the Postal Ballot Notice and their voting rights were in proportion to their shareholding in the paid -up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

Remote e-voting process:

8. (a) The voting was conducted using remote e-voting which remained opened from 7th February, 2024 (9.00 am) to 7th March, 2024 (5.00 pm).

(b) The votes cast during the remote e-voting and the LIIPL e-voting platform were unblocked on Thursday, 7th March, 2024 after the conclusion of e-voting period for postal Ballot.

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

6. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated by LIIPL, scrutinized on test-check basis, and relied upon by me a summary of the votes received electronically are given below:

Special Resolution 1: Appointment of Mr. Paresh Harikant Clerk (DIN 10419124) as an Independent Director of the Company:

Particulars	Number of members voted	No. of shares held	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	193	5,23,23,116	5,23,23,087	84.905
Total votes cast	193	5,23,23,116	5,23,23,087	84.905
Less: Invalid / Abstain votes	1	40	40	0.000
Net valid votes cast	192	5,23,23,076	5,23,23,047	84.905

(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
176	4,84,23,953	92.548

(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
16	38,99,094	7.452

(iii) Invalid / Abstain Votes:

Number of members whose votes were declared invalid /Abstain	Total number of votes cast by them
1	40

Special Resolution 2: Appointment of Mr. Jayraj Sampatrai Sheth (DIN 03290577) as an Independent Director of the Company:

Particulars	Number of members voted	No. of shares held	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	193	5,23,23,116	5,23,23,087	84.905
Total votes cast	193	5,23,23,116	5,23,23,087	84.905
Less: Invalid / Abstain votes	1	40	40	0.000
Net valid votes cast	192	5,23,23,076	5,23,23,047	84.905

(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
190	5,23,22,472	99.999

(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	575	0.001

(iii) Invalid / Abstain Votes:

Number of members whose votes were declared invalid /Abstain	Total number of votes cast by them
1	40

Special Resolution 3: Appointment of Ms. Ushma Avinash Sule (DIN 07460369) as an Independent Director of the Company:

Particulars	Number of members voted	No. of shares held	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	193	5,23,23,116	5,23,23,087	84.905
Total votes cast	193	5,23,23,116	5,23,23,087	84.905
Less: Invalid / Abstain votes	1	40	40	0.000
Net valid votes cast	192	5,23,23,076	5,23,23,047	84.905

(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
188	5,23,01,389	99.959

(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	21,658	0.041

(iii) Invalid / Abstain Votes:

Number of members whose votes were declared invalid /Abstain	Total number of votes cast by them
1	40

Special Resolution 4: Remuneration payable to Mr. Kewalchand Pukhraj Jain (DIN 00029730) as Chairman and Managing Director:

Particulars	Number of members voted	No. of shares held	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	193	5,23,23,116	5,23,23,087	84.905
Total votes cast	193	5,23,23,116	5,23,23,087	84.905
Less: Invalid / Abstain votes	0	0	0	0.000
Net valid votes cast	193	5,23,23,116	5,23,23,087	84.905

(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
185	52,300,983	99.958

(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
8	22,104	0.042

(iii) 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. Hemant Pukhraj Jain (DIN 00029822) as Joint Managing Director of the Company and remuneration payable to him during such tenure:

Particulars	Number of members voted	No. of shares held	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	193	5,23,23,116	5,23,23,087	84.905
Total votes cast	193	5,23,23,116	5,23,23,087	84.905
Less: Invalid / Abstain votes	0	0	0	0.000
Net valid votes cast	193	5,23,23,116	5,23,23,087	84.905

(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
188	5,23,09,616	99.974

(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	13,471	0.026

(iii) Invalid / Abstain Votes:

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

Special Resolution 6: Appointment of Mr. Dinesh Pukhraj Jain (DIN 00327277) as Whole time Director of the Company and remuneration payable to him during such tenure:

Particulars	Number of members voted	No. of shares held	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	193	5,23,23,116	5,23,23,087	84.905
Total votes cast	193	5,23,23,116	5,23,23,087	84.905
Less: Invalid / Abstain votes	0	0	0	0.000
Net valid votes cast	193	5,23,23,116	5,23,23,087	84.905

(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
187	5,23,09,582	99.974

(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
6	13,505	0.026

(iii) Invalid / Abstain Votes:

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

Special Resolution 7: Appointment of Mr. Vikas Pukhraj Jain (DIN 00029901) as Whole time Director of the Company and remuneration payable to him during such tenure:

Particulars	Number of members voted	No. of shares held	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	193	5,23,23,116	5,23,23,087	84.905
Total votes cast	193	5,23,23,116	5,23,23,087	84.905
Less: Invalid / Abstain votes	0	0	0	0.000
Net valid votes cast	193	5,23,23,116	5,23,23,087	84.905

(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
185	5,23,09,477	99.974

(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
8	13,610	0.026

(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.

- The Register, all other papers and relevant records relating to the e-voting shall remain in my custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and the same shall be handed over to the Chairman / Company Secretary of the Company for safe keeping.

Restriction on Use:

8. 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: F003735E003557747

Place: Mumbai

Date: 8th March, 2024