

# U. P. JAIN & CO.

## COMPANY SECRETARIES

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

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

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### 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 29<sup>th</sup> July, 2020 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 29<sup>th</sup> July, 2020 issued in accordance with General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 issued by the Securities and Exchange Board of India, calling the 29<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company to be held on 15<sup>th</sup> September, 2020 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 29<sup>th</sup> 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 29<sup>th</sup> AGM, 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. 8<sup>th</sup> September, 2020 were entitled to vote on the proposed resolutions which were set out in the Notice of the 29<sup>th</sup> Annual General Meeting of the Company.

**Remote e-voting process:**

5. (a) The voting was conducted using remote e-voting which remained opened from 12<sup>th</sup> September, 2020 (9.00 am) to 14<sup>th</sup> September, 2020 (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 29<sup>th</sup> Annual General Meeting (AGM) held on 15<sup>th</sup> September, 2020 to those shareholders who had not cast their vote through the remote e-voting.  
  
(b) The e-votes cast were unblocked on Tuesday, 15<sup>th</sup> September, 2020 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 31<sup>st</sup> March, 2020 including the Audited Balance Sheet as on 31<sup>st</sup> March, 2020 and the Statement of Profit and Loss Account for the financial year ended 31<sup>st</sup> March, 2020 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	58	11,136,821	11,136,821	90.3593
e-voting at AGM	24	294	294	0.0024
<b>Total votes cast</b>	<b>82</b>	<b>11,137,115</b>	<b>11,137,115</b>	<b>90.3617</b>
<b>Less: Invalid votes</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Net valid votes cast	82	11,137,115	11,137,115	90.3617

(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
82	11,137,115	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 Votes:**

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

- b. **Ordinary Resolution 2:** Confirmation of four interim dividends of Rs. 11.00, Rs. 10.00, Rs. 15.00 and Rs. 6.00 respectively and declaration of final dividend on equity share for the year ended 31<sup>st</sup> March, 2020:

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	58	11,136,821	11,136,821	90.3593
e-voting at AGM	24	294	294	0.0024
<b>Total votes cast</b>	<b>82</b>	<b>11,137,115</b>	<b>11,137,115</b>	<b>90.3617</b>
<b>Less: Invalid votes</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Net valid votes cast	82	11,137,115	11,137,115	90.3617

(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
<b>82</b>	<b>11,137,115</b>	<b>100.00</b>

(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
<b>0</b>	<b>0</b>	<b>0.00</b>

(iii) **Invalid Votes:**

Number of members whose votes were declared invalid	Total number of votes cast by them
<b>0</b>	<b>0</b>

- c. **Ordinary Resolution 3** : Appoint a Director in place of Mr. Dinesh P. Jain, (DIN: 00327277) 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	<b>58</b>	<b>11,136,821</b>	<b>11,136,821</b>	<b>90.3593</b>
e-voting at AGM	<b>24</b>	<b>294</b>	<b>294</b>	<b>0.0024</b>
<b>Total votes cast</b>	<b>82</b>	<b>11,137,115</b>	<b>11,137,115</b>	<b>90.3617</b>
<b>Less: Invalid votes</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Net valid votes cast	<b>82</b>	<b>11,137,115</b>	<b>11,137,115</b>	<b>90.3617</b>

(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
<b>82</b>	<b>11,137,115</b>	<b>100.00</b>

(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
<b>0</b>	<b>0</b>	<b>0.00</b>

**(iii) Invalid Votes:**

Number of members whose votes were declared invalid	Total number of votes cast by them
<b>0</b>	<b>0</b>

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 29<sup>th</sup> 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: F003735B000715941**

Place: Mumbai  
Date: 15<sup>th</sup> September, 2020