

KEWAL KIRAN CLOTHING LIMITED

Registered Office : Kewal Kiran Estate, 460/7, I. B. Patel Road, Goregaon (East) Mumbai-400 063 Maharashtra

Tel: +91 22 26814400 **Fax:** +91 22 26814410

Website: www.kewalkiran.com

CIN: L18101MH1992PLC065136

Email: grievanceredressal@kewalkiran.com

NOTICE OF 33rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of Kewal Kiran Clothing Limited will be held on Friday, September 27, 2024 at 12 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

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.
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.

SPECIAL BUSINESS:

3. To alter the object clause of the Memorandum of Association of the Company.

To consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members be and is hereby accorded and subject to such necessary approvals, consents and permissions of the Registrar of Central Processing Centre of the Ministry of Corporate Affairs and /or such other authorities, as may be required from time to time, the object clauses no. 28 of the Memorandum of Association of the Company (hereinafter referred to as 'MOA') be altered as under:

To develop any land acquired by the Company by itself or through its subsidiaries or in which it is interested and, in particular, by laying and preparing the same for building purpose, constructing, allotting, pulling down, decorating, maintaining, building up and improving buildings, planting, paving, draining, cultivating and letting building on lease or hire agreement and by advancing money to and entering

into contracts and arrangements of all kinds with builders for the properties belonging to the Company or its subsidiaries or in which it is interested by itself or through its subsidiaries

RESOLVED FURTHER THAT Mr. Kewalchand P. Jain (DIN 00029730), Chairman and Managing Director or Mr. Hemant P. Jain (DIN 00029822), Joint Managing Director of the Company be and are hereby jointly and or severally authorised to sign and submit the relevant e-forms, other writings and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

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

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('the Rules'), including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Vivek Keshav Shiralkar (DIN: 00340316) who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 13, 2024 in terms of Section 161 of the Act and Article 89 of the Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company;

FURTHER RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with Regulation 17(1C) and Regulation 25(2A) and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Vivek Keshav Shiralkar, as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from August 13, 2024 to August 12, 2029, be and is hereby approved."



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

To consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provision of Sections 196, 197, 203 and other applicable provision of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof consent of the members be and is hereby accorded to appoint Mr. Kewalchand P. Jain (DIN 00029730), whose existing term of office as Chairman and Managing Director expires on March 31, 2025, as the Chairman and Managing Director of the Company for a further period of 5(five) years w.e.f from April 1, 2025 to March 31, 2030 on the terms and conditions including remuneration payable to Mr. Jain in his capacity as Chairman and Managing Director for the period from April 1, 2025 to March 31, 2028 as detailed below with a liberty to the Board of Directors which term shall be deemed to include any Committee of the Board constituted to exercise its powers, (including the powers conferred by this resolution) to alter and revise the terms and conditions of remuneration as may be agreed by the Board of Directors and Mr. Jain, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof:

- I. Total monthly remuneration of ₹ 9,82,705/- in the scale of ₹ 9,82,705/- to ₹ 1,572,328/- per month with authority to the Board of Directors of the Company to grant such increments within the said scale as it may determine from time to time;

The Company's contribution to provident fund as per the rules of the Company and to the extent not taxable under the income tax law shall not be included for the purpose of computation of the overall ceiling of remuneration

- II. Perquisites:
 - a. Gratuity at a rate not exceeding half month's salary for each completed year of services, payable at the end of the tenure or retirement or resignation;
 - b. Encashment of leave, bonus and allowances as per the Company policy rules;
 - c. Medical insurance premium as per Company policy and/or rules;

- d. Use of Company's car along with driver for official & personal purposes, two telephones at residence and two mobile phones;
- e. Any other allowances, perquisites, benefits and facilities as may be approved by the Board of Directors from time to time;

The valuation of perquisite shall be as per the Income Tax Rules and wherever no method of valuation is prescribed therein, the same shall be valued at the cost to the Company.

- III. Reimbursement of expenses incurred in respect of his official duties including traveling and entertainment expenses.

Responsibilities:

Mr. Jain will be responsible for the day to day management of the affairs of the Company under the supervision and control of the Board of Directors of the Company.

He shall report all matters to the Board and shall function under the superintendence and control of the Board.

FURTHER RESOLVED THAT in the event of absence or inadequacy of profits in any financial year during Mr. Jain's term of office as Chairman and Managing Director the above remuneration and perquisites be paid as minimum remuneration, subject to the overall limits specified in Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time;

LASTLY RESOLVED THAT Mr. Hemant P. Jain, Joint Managing Director and Mr. Abhijit Warange, Vice President – Legal and Company Secretary be and are hereby jointly and/or severally authorized to give necessary intimations to be given to all statutory authorities concerned and to do all such acts, deeds and things as may be necessary to give effect to this 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

To consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the 'Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act

(including any statutory modification, amendment or re-enactment thereof for the time being in force) and subject to such other approvals, consents, sanctions and permissions as may be required in that behalf and in terms of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) to:

- (a) give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- (b) give on behalf of any person, body corporate, any guarantee in connection with a loan made by any other person to, or to any other person by any body corporate; and
- (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of ₹ 750,00,00,000/- (Rupees Seven Hundred and Fifty Crore Only) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee is given along with the investments, loans, inter-corporate deposits, guarantee

proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), inter-corporate deposits, or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company."

By order of the Board of Directors

Abhijit B. Warange

Vice President – Legal & Company Secretary

Registered Office

Kewal Kiran Estate
460/7, I. B. Patel Road,
Goregaon (E), Mumbai - 400 063

Date: August 13, 2024

Place: Mumbai

**NOTES:**

1. Pursuant to General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023 issued by the Securities and Exchange Board of India (SEBI) and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 33rd AGM of the Company is being conducted through means of VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue of 33rd AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Companies Act, 2013 a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. In terms of MCA circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 33rd AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice. However, the body corporates are entitled to appoint authorised representatives as members to attend the AGM through VC/OAVM and participate thereat and cast their vote through e-voting.
3. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to upjainco@gmail.com with copies marked to the Company at grievanceredressal@kewalkiran.com and to its RTA at instameet@linkintime.co.in.
4. The attendance of the Members participating in the 33rd AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
5. Voting rights shall be reckoned on the paid up capital value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Friday, September 20, 2024.
6. In line with MCA circular No. 9/2023 dated September 25, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167, Dated October 7, 2023 the Annual Report for the year 2023-24 including the Notice of the 33rd AGM of the Company, inter alia, indicating the process and manner of E-voting is being sent only by Email, to all the Members whose Email IDs are registered with the Company/Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the members and to all other persons so entitled. Further in terms of the applicable provisions of the Act, SEBI Listing regulations read with the circulars issued by MCA and SEBI, the Annual report along with the Notice of the 33rd AGM will be available on the website of the Company at www.kewalkiran.com. The same can also be accessed from the websites of the stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchanges of India Limited at www.nseindia.com and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>.
7. The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the proposed resolution are given with this Notice. In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Clause 1.2.5 of the Secretarial Standard on General Meeting ('SS-2') issued by the Institute of Company Secretaries of India, in respect of each of the person seeking appointment as Non Executive Independent Director and in respect of the appointment and remuneration payable to Chairman and Managing Director including the details under Schedule V to the Companies Act 2013, is furnished as an Annexure to this Notice.
8. Your Board of Directors have not recommended any final dividend for the financial year ended March 31, 2024.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive).
10. Under Section 124 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules, 2016'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had during the year, accordingly, transferred to IEPF, the unpaid and unclaimed dividend amounts pertaining to 4th interim 2015-16 of

₹ 17,780/-, Final Dividend 2015-16 of ₹ 9,816/-, 1st Interim Dividend 2016-17 of ₹ 18,306/- and 2nd Interim Dividend 2016-17 of ₹ 22,576/-. Dividend declared by the Company thereafter, is still lying in the respective unpaid dividend accounts of the Company. Members, who have not encashed these dividend(s) are requested to immediately contact the Company or the Registrar and Transfer Agent – M/s Link Intime India Private. Limited.

The Company has been sending reminders to those members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/unclaimed dividend are also uploaded as per the requirements, on the Company's website www.kewalkiran.com. The particulars of due dates of transfer of such unclaimed dividends to IEPF are furnished in the Directors Report forming part of Annual Report. Kindly note that no claim shall lie against the Company after the transfer of the said dividend amount to IEPF.

11. Pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.

All the shareholders who have not claimed/ encashed their dividends in the last seven consecutive years from 2015 are requested to claim the same from the Company. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the said rules. The Shareholders whose shares and unclaimed dividend have been transferred to IEPF may claim the same by making an application to IEPF Authority in form 5 (available on www.iepf.gov.in) along with requisite fees.

The details of such shares and shareholders whose shares are transferred to IEPF are uploaded on the "Investors Section" of the website of the Company viz. www.kewalkiran.com

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
13. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical segment are requested to notify

change in their address/status, if any, immediately to the Company's Registrar & Transfer Agents, M/s Link Intime India Private Limited, C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083.

14. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar and Transfer Agents, Link Intime India Private Limited, C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083. Members must quote their Folio no./ Demat Account no. and contact details such as e-mail address, contact no. etc in all their correspondence with the Company/ Registrar and Share Transfer Agent.
15. Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA for assistance in this regard.
16. The Company has designated an exclusive e-mail id called grievanceredressal@kewalkiran.com for redressal of shareholder complaints /grievances. In case you have any queries/complaints or grievances then please write to us at grievanceredressal@kewalkiran.com
17. Members who would like to ask any questions on the accounts are requested to send their questions at grievanceredressal@kewalkiran.com at least 10 days before the AGM. The same will be replied on behalf of the Company suitably.
18. In terms of applicable provisions of the Act and Rules thereto, the Company has obtained e-mail addresses of its Members and have given an advance opportunity to every Member to register their email address and changes therein from time to time with the Company for service of communications/ documents (including Notice of General Meetings, Audited Financial Statements, Directors Report, Auditors Report and all other documents) through electronic mode. Although, the Company has given opportunity for registration of e-mail addresses and has already obtained e-mail address from some of its Members, Members who have not registered their e-mail address so far are requested to register their Email for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.
19. In case of joint holders attending the 33rd AGM, the Member whose name appears as the first holder in the order of names as per the Register of Member of the Company will be entitled to vote.



20. Registration of Email ID and Bank Account Details:

- a) In case the shareholder's e-mail ID is already registered with the Company/its Registrar & Share Transfer Agent (RTA)/Depositories, log in details for e-voting are being sent on the registered email address.
- b) In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:
 - i. Kindly log in to the website of our RTA, Link Intime India Private Limited, www.linkintime.co.in under Investor services >Email/Bank detail Registration – fill in the details and upload the required documents and submit. OR
 - ii. In the case of Share held in Demat Mode:
The shareholders may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

21. Voting through Electronic means:

- a. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meeting (SS 2) as amended from time to time, the Company is pleased to provide its members the facility to cast their vote either for or against each resolution set forth in the notice of the 33rd AGM using electronic voting system ('remote e-voting') and e-voting (during the 33rd AGM) provided by Link Intime India Private. Limited and the business may be transacted through such voting.
- b. The facility for e-voting through VC/OAVM shall be made available to the Members who will be present in the 33rd

AGM and have not cast their vote on the resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during 33rd AGM.

- c. The Company has appointed Mr. Ummedmal P. Jain, Practicing Company Secretary (CP no. 2235) of M/s. U. P. Jain & Co. as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on Tuesday, September 24, 2024 at 9.00 a.m. and ends on Thursday, September 26, 2024 at 5.00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e Friday, September 20, 2024., may cast their vote electronically. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of the 33rd AGM and holds shares on the cut-off date i.e. Friday, September 20, 2024 may obtain the login ID and password by sending a request at grievanceredressal@kewalkiran.com or rnt.helpdesk@linkintime.co.in. However, if a member is already registered with Link Intime for e-voting, then he/she can use existing user id and password/PIN for casting the vote.

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

- a. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

- b. Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>METHOD 1 - If registered with NSDL IDeAS facility Users who have registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login". Enter user id and password. Post successful authentication, click on "Access to e-voting". Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>OR</p> <p>User who have not registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with updating the required fields. Post registration, user will be provided with Login ID and password. After successful login, click on "Access to e-voting". Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>METHOD 2 - By directly visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> Visit URL: https://www.evoting.nsdl.com/ Click on the "Login" tab available under 'Shareholder/Member' section. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting". Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>METHOD 1 - If registered with CDSL Easi/Easiest facility Users who have registered for CDSL Easi/Easiest facility.</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com. Click on New System Myeasi Login with user id and password After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period. Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>OR</p> <p>Users who have not registered for CDSL Easi/Easiest facility.</p> <ol style="list-style-type: none"> To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed with updating the required fields. Post registration, user will be provided Login ID and password. After successful login, user able to see e-voting menu. Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>METHOD 2 - By directly visiting the e-voting website of CDSL.</p> <ol style="list-style-type: none"> Visit URL: https://www.cdslindia.com/ Go to e-voting tab. Enter Demat Account Number (BO ID) and PAN No. and click on "Submit". System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.



Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.</p> <ul style="list-style-type: none"> • Login to DP website • After Successful login, members shall navigate through "e-voting" tab under Stocks option. • Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu. • After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
Individual Shareholders holding securities in Physical mode / Non-Individual Shareholders holding securities in demat mode	<p>Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in 2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> • Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above • Shareholders holding shares in NSDL form, shall provide 'D' above <ul style="list-style-type: none"> • Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). • Click "confirm" (Your password is now generated). 3. Click on 'Login' under 'SHARE HOLDER' tab. 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> 4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). 7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Institutional shareholders:

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the

Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.

- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name' - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be - DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 - Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: -
Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 48867000 and 022 24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free number 1800225533

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'



- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%^&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'Corporate Body/ Custodian/ Mutual Fund' tab and further Click 'forgot password?'
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%^&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

22. Instructions for Shareholders/Members to Attend the 33rd AGM through Instameet

Instructions for Shareholders/Members to attend the 33rd AGM through Instameet VC/OAVM/ are as under:

1. Shareholders/ Members are entitled to attend 33rd AGM through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the 33rd AGM through VC/OAVM shall open 15 (Fifteen) minutes before the time scheduled for the 33rd AGM and will be available on 'first come first serve' basis.
2. Shareholders / Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (Fifteen) minutes from the scheduled time of the 33rd AGM. Shareholders /Members with >2% shareholding, promoters, institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, etc. may be allowed to the meeting without restrictions of 'first come first serve' basis. Members can log in and join 15(Fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted up to 1000 members only.
3. Shareholders/ Members will be provided with InstaMeet facility wherein shareholders/ Members shall register their details and attend the 33rd AGM as under:
 - i. Open the internet browser and launch the URL : <https://instameet.linkintime.co.in> & click on "Login".
 - Select the Company and event date and register with your following details:
 - a. Demat Account no. or Folio No: Enter your 16 digit Demat account no. or Folio Number registered with the Company.

Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**

Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

- b. PAN: Enter your 10-digit Permanent Account Number (PAN). (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.)
 - c. Mobile No.: Enter your mobile number
 - d. Email ID: Enter your email-id, as recorded with your DP/ Company.
- ii. Click "Go to Meeting". (You are now registered for instameet and your attendance is marked for the meeting)

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/Members are required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss Due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders / Members have any queries or issues regarding login or e-voting, you can write an email to instameet@linkintime.co.in or Call us – Tel : 022 49186175, InstaMeet Support Desk, Link Intime India Private Limited.

23. Instructions for Shareholders / Members to register themselves as Speakers during 33rd AGM through instameet:

Shareholder / Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at grievanceredressal@kewalkiran.com

kewalkiran.com at least 3 days in advance to the date of 33rd AGM.

Shareholders will receive "speaking serial number" once they mark attendance for the meeting.

Other shareholder may ask questions to the panellist, via active chat-board during the meeting.

Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

The Company reserves the right to restrict the number of speakers depending on the availability of time for the 33rd AGM.

Shareholder/ Members, who would like to ask questions, may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at grievanceredressal@kewalkiran.com (Company mail id). The same will be replied by the Company suitably.

Note:

Those Shareholders /Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 33rd AGM.

Other shareholder may ask questions to the panellist, via active chat – board during the meeting.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Shareholders/Members should allow to use camera and are required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

24. Instructions for Shareholders/Members to vote during the 33rd AGM through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/members who have not exercised their vote through the remote e-voting can cast the vote as under: -

1. On the Shareholders VC page, click on the link for e-voting "Cast your vote".
2. Enter your 16 digit Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered email id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.



4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "confirm" else to change your vote click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/Members who will be present in the 33rd AGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/Members who have voted through Remote e-Voting prior to the 33rd AGM will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting you can write an email to instameet@linkintime.co.in or call us :- Tel : 022-49186175, **InstaMeet**

Support Desk, Link Intime Indian Private Limited.

25. The voting rights of Shareholders shall be in proportion to their share of the paid up capital of the Company as on the cut-off date, Friday, September 20, 2024.
26. The Scrutinizer shall after scrutinizing the votes cast at the AGM (Poll) and through remote e-voting not later than 48 (forty-eight) hours from the conclusion of the AGM, make a consolidated Scrutinizer's Report and submit it to the Chairman or any Director authorized by the Board. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company and of Link Intime Indian Private Limited. The results shall simultaneously be communicated to the Stock Exchanges where the Company's shares are listed.
27. Subject to the receipt of the requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. Friday, September 27, 2024.

28. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Director seeking appointment/ re-appointment at the AGM, forms integral part of the Notice of the AGM. Requisite declarations have been received from the Director for seeking appointment/ re-appointment.

29. Payment through Electronic Means.

- i. The Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFSC Code), along with their Folio Number, to the Company or Link Intime. Members holding shares in dematerialized form are requested to provide the said details to their respective Depository Participants.
- ii. In line with the MCA Circulars issued by the MCA, in case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFSC Code), the Company shall dispatch the dividend warrant / Cheque to such shareholders by post.
- iii. Members holding shares in dematerialized form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of Dividend. The Company/Link Intime cannot act on any request received directly from the Members holding shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Shareholders.

30. Section 72 of the Act, provides for Nomination by the Members of the Company in the prescribed form. Blank forms will be supplied by Link Intime on request. Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard – 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item no. 3

To alter object clause of the Memorandum of Association of the Company

The Company has its registered and corporate office at Goregaon, Mumbai. The Goregaon facility is around 25,000 square feet and the Company has been occupying the said facility since 2006. Over a period of time the Company has expanded its business operations and is now in need of a larger office space for its corporate office.

The Company is exploring various options to expand the space available for its corporate functions including an option to develop and construct its corporate office. The Company may also consider exploiting the plot potential of the land on which the present corporate office of the Company is situated as well as the land adjacent to the present corporate office being Gautam Chemical Compound which is also owned by the Company.

In order to have a focused approach for real estate development the Company may consider to develop and construct its corporate office and to exploit the plot potential of the existing two aforesaid plots of land either through itself or through its subsidiaries. The Company may through its subsidiaries may also consider other real estate development opportunities.

The present object clause in the Memorandum of Association (MOA) of the Company permits the Company to carry out development activity through itself.

In order to enable the Company to develop and construct its corporate office and to exploit the plot potential of the existing two aforesaid plots of land as well as other real estate development opportunities through its subsidiaries, the present object clause will have to be amended.

In order to give effect to the above, it would be necessary to alter the Object Clause of the Memorandum of Association of your Company. Pursuant to the provisions of Section 13 an alteration in the object clause of the Memorandum of Association of your Company respectively requires the consent of the shareholders by way of passing of a Special Resolution.

Copies of documents relevant to this Resolution including a copy of the Memorandum and Articles of Association of your Company shall be made available for inspection at the registered office of your Company during normal business hours of your Company on all working days (except Saturdays, Sundays and Holidays) up to the last date of remote e-voting.

Your Directors recommend passing of a Special Resolution as set out at item No.3 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of your Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

Item no. 4

Appointment of Mr. Vivek Keshav Shiralkar as a Director and also as an Independent Director

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its meeting held on August 13, 2024, appointed Mr. Vivek Keshav Shiralkar (DIN 00340316) as an Additional Director of the Company with effect from August 13, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 89 of the Articles of Association of the Company.

Mr. Vivek Keshav Shiralkar, aged 65 years, is an Attorney at Law. Mr. Shiralkar is a B.A. (Economics) Graduate from Pune University and a Bachelor of Law from Mumbai University and also a Solicitor. He is practicing as an Advocate / Solicitor since 1981.

Mr. Shiralkar is the proprietor of M/s Shiralkar & Company, Advocates & Solicitors. His areas of expertise include Civil and Commercial litigation, Conveyancing, Corporate law, Real Estate, Arbitration and Mediation. Mr. Shiralkar is a member of Bar Council of Maharashtra and Goa. He is also a member of Incorporated Law Society. Mr. Shiralkar is a Non Executive Independent Board Member of M/s. IPCA Laboratories Limited.

The Board of Directors, at its meeting held on August 13, 2024, as per the recommendations of the NRC also appointed Mr. Shiralkar as an Independent Director, not liable to retire by rotation, for a period of 5 consecutive years from August 13, 2024 to August 12, 2029, subject to the approval by the Members of the Company. Mr. Shiralkar has given a declaration to the Board that he meets the criteria of independence in accordance with the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Mr. Shiralkar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Shiralkar has also confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority. Mr. Shiralkar is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Shiralkar has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.



In the opinion of the Board, Mr. Vivek Shiralkar is a person of integrity and his appointment as an Independent Director of the Company would be in the best interest of the Company taking into consideration Mr. Shiralkar's knowledge, experience, background and expertise in Civil and Commercial litigation, Conveyancing, Corporate law, Real Estate, Arbitration and Mediation. Mr. Shiralkar also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates in. Mr. Shiralkar meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and has submitted a declaration to that effect. In the opinion of the Board, Mr. Vivek Shiralkar is independent of the management.

As per sections 149 and 152 of the Act and the Rules made thereunder, a Director can be appointed with the approval of the Members and as per the Listing Regulations, an Independent Director can be appointed subject to approval of the Members by way of a special resolution to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. The Company has also received a notice in writing under Section 160(1) of the Act from a member proposing candidature of Mr. Vivek Shiralkar as a director of the Company. Mr. Vivek Shiralkar has conveyed his consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from Mr. Shiralkar. Accordingly, approval of the Members is being sought for the appointment of Mr. Vivek Shiralkar as a Director and also as an Independent Director of the Company.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members on the website of the Company at the link www.kewalkiran.com

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto as Annexure 1 and forms a part of this Notice.

Your Directors recommend passing of a Special Resolution as set out at item No.4 of the accompanying Notice.

Except Mr. Vivek Shiralkar and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out in this Notice.

Item no. 5

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

On the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, the Board had in its meeting held on July 24, 2019 subject to the approval of the members of the Company approved the tenure of appointment and remuneration payable to Mr. Kewalchand P. Jain as Chairman and Managing Director of the Company. The members of the Company had in the Annual General Meeting held on September 18, 2019 consented to the tenure of appointment and remuneration payable to Mr. Jain as Chairman and Managing Director of the Company for a period of 5 (five) years w.e.f April 1, 2020 to March 31, 2025.

On the recommendation of the Nomination and Remuneration Committee, the Board had in their meeting held on May 26, 2021 approved revision in remuneration payable to Mr. Jain as Chairman and Managing Director of the Company. The members of the Company had in the Annual General Meeting held on September 15, 2021 consented by a special resolution to the revision in remuneration payable to Mr. Jain as Chairman and Managing Director of the Company for a period of 3 (three) years w.e.f from September 1, 2021 to August 31, 2024. Subsequently, on the recommendation of the Nomination and Remuneration Committee, the Board had in their meeting held on January 20, 2024 approved the remuneration payable to Mr. Jain as Chairman and Managing Director of the Company for the period from September 1, 2024 to March 31, 2025. The members of the Company through postal ballot the results of which were passed on March 7, 2024 consented by a special resolution to the payment of remuneration to Mr. Jain as Chairman and Managing Director of the Company for the period September 1, 2024 to March 31, 2025.

The appointment of the Managing/Wholtime Directors is governed by Section 196 of the Companies Act 2013 read with Part I of Schedule V to the Companies Act, 2013. Pursuant to Section 196(2) of the Companies Act, 2013 no Company shall appoint or re-appoint any person as its managing director, whole-time director or manager for a term exceeding five years at a time. The tenure of appointment of Mr. Kewalchand P. Jain as Chairman and Managing Director will conclude on March 31, 2025. Mr. Jain being eligible has offered himself for re-appointment as Chairman & Managing Director for a term of five (5) years subject to the consent of the members at a General Meeting.

The remuneration payable to the Managing/Wholtime Directors is governed by Section 197 of the Companies Act 2013 read with Part II of Schedule V to the Companies Act,

2013. Section I of Part II of Schedule V provides for payment of remuneration to the Managing/Wholetime Directors not exceeding 10 % of the net profits in case of sufficient profits and remuneration exceeding the aforesaid limit of 10% of the net profit can be paid only with the approval of members in general meeting by special resolution. Section II of Part II of Schedule V provides for payment of remuneration to the Managing/Wholetime Directors in case of no profits/ insufficient profits.

Regulation 17(6)(e) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 as amended provides for compensation payable to Executive Directors who are promoters or members of promoter groups being subject to members approval by a special resolution in the event the annual remuneration payable to an executive director exceeds ₹ 5 crores or 2.5 per cent of the net profits of the Company whichever is higher or where there are more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

The aggregate annual remuneration drawn by all the Executive Directors of your Company may exceed 5 per cent of the net profits.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Mr. Jain shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed in the resolution for a period of three years i.e., from April 1, 2025 to March 31, 2028, subject to such other approvals as may be necessary.

The Nomination and Remuneration Committee of the Board of Directors have in their meeting held on August 13, 2024 and the Board of Directors of your Company have, subject to approval of the members, in their meeting held on even date approved the remuneration payable to Mr. Jain and have further in accordance with the Schedule V and other applicable provisions of the Companies Act, 2013 approved such remuneration to be considered as minimum remuneration payable to Mr. Jain in the absence or inadequacy of profits in any Financial Year(s) for the period April 1, 2025 to March 31, 2028.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 5 is annexed hereto as **Annexure 2**.

Your Directors recommend passing of a Special Resolution as set out at item No.5 of the accompanying Notice.

Except, Mr. Kewalchand P. Jain, Mr. Hemant P. Jain, Mr. Dinesh P. Jain and Mr. Vikas P. Jain, and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out in this Notice.

Item no. 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

Pursuant to Section 186 of the Act read with the rules framed thereunder, the Company is required to obtain the prior approval of the members by way of a Special Resolution for giving loan to any person or other body corporate, giving guarantee or providing security in connection with a loan to any other body corporate or person, acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of the aggregate of the paid up capital, free reserves and securities premium account or hundred percent of its free reserves and securities premium account whichever is more.

The increasing business operations and future growth plans of the Company may necessitate giving loan to any person or other body corporate, giving guarantee or providing security in connection with a loan to any other body corporate or person, making investments into the subsidiaries/ joint ventures/ step down subsidiaries/ bodies corporate on behalf of or for the benefit of the subsidiaries/ joint ventures/ step down subsidiaries/ bodies corporate in India or overseas from time to time.

It is, therefore, necessary to authorise the Board to give loan to any person or other body corporate, give guarantee or provide security in connection with a loan to any other body corporate or person, acquire by way of subscription, purchase or otherwise the securities of subsidiaries/ joint ventures/ step down subsidiaries/ bodies corporate upto the limits provided in the proposed Special Resolution. Hence, prior approval of the members of the Company is sought for exercising these powers by the Board which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution.

Your Directors recommend passing of a Special Resolution as set out at item No.6 of the accompanying Notice.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

By order of the Board of Directors

Date: August 13, 2024

Place: Mumbai

Abhijit B. Warange

Vice President – Legal & Company Secretary



ANNEXURE - 1

Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard - 2, the details of the Director proposed to be appointed/ reappointed are given below:

Name	Kewalchand Pukhraj Jain	Hemant Pukhraj Jain	Vivek Keshav Shiralkar
DIN	00029730	00029822	00340316
Date of Birth	January 20, 1962	May 5, 1964	October 12, 1958
Age	62 years	60 years	65 years
Qualifications and Experience	Under Graduate 39 years experience	Under Graduate 37 years experience	B.A, LLB, Solicitor 42 years experience
Brief Resume	Mr. Kewalchand Jain is the Chairman and Managing Director of your Company. He joined the business at early age after completing school. Mr. Jain is one of the Promoters of your Company. He learnt business on the job. A keen student of finance and a hands-on manager, he heads the finance function and is responsible for the overall management of the Company's affairs. He is a trustee of Jatnobai Karmchandji Ratanparia Chauhan Charitable Trust.	Mr. Hemant Jain is the Joint Managing Director of your Company. He joined the business at early age after completing school. Mr. Jain is one of the Promoters of your company. He learnt business on the job and leads the marketing functions of the Company. He is instrumental in launching the new brands of the company. He is also instrumental in setting up and expanding the network of the retail stores of the Company. An avid traveler and field person, Mr. Jain keeps a keen eye on the latest trends in international fashion. Mr. Jain leads the end to end business of Killer, Easies and Desi Belle brands and overseas the retail business of your company. He is a trustee of Jatnobai Karmchandji Ratanparia Chauhan Charitable Trust.	Mr. Vivek Keshav Shiralkar is an Attorney at Law. Mr. Shiralkar is a B.A. (Economics) Graduate from Pune University and a Bachelor of Law from Mumbai University and also a Solicitor. He is practising as an Advocate / Solicitor since 1981. Mr. Shiralkar is the proprietor of M/s Shiralkar & Company, Advocates and Solicitors. His areas of expertise include Civil and Commercial litigation, Conveyancing, Corporate law, Real Estate, Arbitration and Mediation. Mr. Shiralkar is a member of Bar Council of Maharashtra and Goa. He is also a member of Incorporated Law Society.
Nature of Expertise in specific functional area	Apparel and Textile Industry domain expert, Finance, Banking and Corporate Management	Apparel and Textile Industry domain expert, Business Strategy, Marketing, Corporate Management, Retail Business	Civil and Commercial litigation, Conveyancing, Corporate law, Real Estate, Arbitration and Mediation
Terms and conditions of appointment	Appointed as a Managing Director for a period of 5 years w.e.f. April 1, 2025 to 31 st March 2030	Appointed as a Director whose period of office is liable to retire by rotation	Appointed as a Director and also as an Independent Director not liable to retire by rotation for 5 years with effect from August 13, 2024
Remuneration sought to be paid	As stated in resolution no. 5 of this notice	As approved by the members through postal ballot results of which were passed on March 7, 2024	Sitting Fees
Remuneration last drawn	The last drawn remuneration by Mr. Jain was ₹ 1,25,00,000/- per annum (including perquisites)	The last drawn remuneration by Mr. Jain was ₹ 1,25,00,000/- per annum (including perquisites)	Nil
Date of first appointment on the Board	January 30, 1992	January 30, 1992	August 13, 2024
Shareholding in the company	Mr. Jain holds 35,33,055 equity shares in the share capital of the Company. The said shares held by Mr. Jain includes 80,000 equity shares held in his capacity as Karta of Kewalchand P. Jain H.U.F and 3,96,805 shares held jointly with Mrs. Veena K. Jain.	Mr. Jain holds 35,39,575 equity shares in the share capital of the Company. The said shares held by Mr. Jain includes 80,000 equity shares held in his capacity as Karta of Hemant P. Jain H.U.F and 4,03,325 shares held jointly with Mrs. Lata H. Jain.	Nil
Relationship with other Directors, and other Key Managerial Personnel of the company	Brother of Mr. Hemant P. Jain, Mr. Dinesh P. Jain and Mr. Vikas P. Jain	Brother of Mr. Kewalchand P. Jain, Mr. Dinesh P. Jain and Mr. Vikas P. Jain	NA

Number of Meetings of the Board attended during the year	5 of 5	5 of 5	0 of 0
Directorships held on the Board of the other entities *Listed Entity	<ol style="list-style-type: none"> 1. Kewal Kiran Realtors and Infrastructures Private Limited 2. Kewal Kiran Finance Private Limited 3. White Knitwears Private Limited 4. Lord Gautam Charitable Foundation 5. Kewal Kiran Design Studio Limited (earlier known as K-Lounge Lifestyle Limited) 6. Kewal Kiran Lifestyle Limited 7. Marudhar Shwetambar Jain Foundation 	<ol style="list-style-type: none"> 1. Kewal Kiran Realtors and Infrastructures Private Limited 2. Kewal Kiran Finance Private Limited 3. White Knitwears Private Limited 4. Lord Gautam Charitable Foundation 5. Kewal Kiran Design Studio Limited (earlier known as K-Lounge Lifestyle Limited) 6. Kewal Kiran Lifestyle Limited 7. Marudhar Shwetambar Jain Foundation 8. Kraus Casuals Private Limited 	<ol style="list-style-type: none"> 1. Ipca Laboratories Limited* 2. Opec Investment Private Limited
Membership/ Chairpersonship of Committees of other Boards	NA	NA	<ol style="list-style-type: none"> 1. Ipca Laboratories Limited - Audit Committee (Member) 2. Ipca Laboratories Limited - Nomination and Remuneration Committee (Member) 3. Ipca Laboratories Limited - Stakeholders Relationship (Member)
Directorship and Committee membership resigned in the past 3 years	NA	NA	NA
Justification for choosing the appointee for appointment as Independent Director	NA	NA	His educational background, vast experience and extensive knowledge in the areas of Civil and Commercial litigation, Conveyancing, Corporate law, Real Estate, Arbitration and Mediation enables him to provide the Board with valuable insights across extensive issues in business and governance matters of the Company.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	NA	Please refer to the Explanatory Statement forming part of this Notice



ANNEXURE - 2

The statement containing additional information as required in schedule V to the Companies Act, 2013
I. General Information:

1. Nature of Industry: Manufacturing and Retailing of garments.
2. Date or expected date of commencement of commercial production: The Company is in operation since 1992.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. (a) Standalone Financial performance based on given indicators:

(₹ In lakhs)		
Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Income from Operations and other Income	89746.86	79970.00
Operating Profit (before interest, depreciation and tax)	17717.89	12171.00
Profit/(Loss) before Tax*	19967.96	15708.00
Profit/(Loss) after Tax	15452.24	11929.00

4. (b) Consolidated Financial performance based on given indicators:

(₹ In lakhs)		
Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Income from Operations and other Income	89737.25	79970.00
Operating Profit (before interest, depreciation and tax)	17714.48	12168.00
Profit/(Loss) before Tax*	19922.52	15708.00
Profit/(Loss) after Tax	15407.57	11929.00

(Figures have been regrouped/recast wherever necessary)

5. Foreign investments or collaborators, if any: Company has no foreign collaborators and hence there is no equity participation by foreign collaborators in the Company.

II. Information about:
A. Mr. Kewalchand P. Jain
Background Details:

Mr. Kewalchand Jain is the Chairman and Managing Director of your Company. He joined the business at early age after completing school. Mr. Jain is one of the Promoters of your Company and was first appointed as a Director of your Company on January 30, 1992. He learnt business on the job. A keen student of finance and a hands-on manager, he heads the finance function and is responsible for the overall management of the Company's affairs. He has an overall experience of 39 years. He is a trustee of Jatnobai Karmchandji Ratanparia Chauhan Charitable Trust.

Past Remuneration:

Financial Years	Amount (₹ in Lakh)		
	Salary	Contribution to PF and Perquisite	Total
2021-22	100.03	6.00	106.04
2022-23	117.92	7.07	124.99
2023-24	117.92	7.07	125.00

Job profile and his suitability:

Mr. Kewalchand P. Jain as Chairman and Managing Director has been looking after the overall affairs and operations of the Company under the supervision and control of the Board of Directors. He is involved in policy planning, vision and strategy and long term development activities of the Company. He has been instrumental in taking the Company from strength to strength to its present position. The Company has made enormous progress under the stewardship of Mr. Jain and his vision is to build a robust Company, create value for all its stakeholders and establish the Company's Brands into a dominion position in the domestic and international markets.

Remuneration proposed:

As stated in resolution no. 5 of this notice

Comparative remuneration policy with respect to industry, size of the Company, profile of the position and person:

The remuneration as proposed of Mr. Kewalchand P. Jain is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its businesses. Moreover, in his position as Chairman and Managing Director of the Company, Mr. Jain devotes his substantial time in overseeing the operations of the Company.

Board Meeting attended:

During the FY ended March 31, 2024, five (5) Board Meetings were held and Mr. Jain attended all the Board Meetings.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Besides the remuneration proposed Mr. Kewalchand P. Jain receives from the Company dividend on the shares held by him and his family and rent in respect of the premises owned by him and licensed to the Company for business purpose.

Mr. Kewalchand P. Jain is the brother of Mr. Hemant P. Jain, Joint Managing Director and Mr. Dinesh P. Jain and Mr. Vikas P. Jain, Wholetime Directors of the Company. Mr. Jain belongs to the Promoter Group. Mr. Jain holds 35,33,055 equity shares in the share capital of the Company. The said shares held by Mr. Jain includes 80,000 equity shares held in his capacity as Karta of Kewalchand P. Jain H.U.F and 3,96,805 shares held jointly with Mrs. Veena K. Jain.

III. Recognition and Awards

Under the stewardship Mr. Kewalchand P. Jain the Company has received the several awards from time to time. A few awards received by the Company over the years are detailed below:

1. Company of the Year Textile and Clothing presented by Zee Business
2. Best Textile Company of the Year presented by India News
3. CNBC TV18- ICICI Bank Award for the best SME Company in Textile/Apparel Sector
4. Golden Sales Trophy by Clothing Manufacturers Association of India (CMAI) for casual wear brand of the year (small and medium) for 'Integriti' brand
5. 'SMB Industry 2.0 Award' for achieving highest rating in the ranking of India's Top 500 manufacturing small and midsized Company rating
6. Silver award at 'The League of American Communications Professionals (LACP)- Vision Awards'- The World's largest annual report competition, featuring more than 5,500 entries from two-dozen countries for Annual Report for the financial year 2010-11
7. Olive Crown Awards for 'Killer' brand's advertisement organized by the International Advertising Association, which awards encourage green-based advertising by brands and companies. The Company also won awards in the following categories:
 - Gold Crown in Film Category
 - Gold Crown in Out of Home
 - Gold Crown for the Green Brand of the Year
 - Advertiser of the Year
8. Grand Prix Awards for commercial on Water-saver jeans.
9. IAA Olive Crown Awards 2013 in the following categories:
 - Gold for TVC/ Cinema
 - Advertiser of the Year
 - Agency of the Year
10. Gold fest 2013 awards in the following categories:
 - Grand Prix for Integrated Advertising
 - Silver for Design/ Product Design



11. India Effie Awards 2013 in the following categories:
 - Silver Effie for the entry 'Killer' Jeans Making an Environmental Cause Fashionable to the Indian Youth' (Consumer Products- Others)
 - Bronze for 'Killer' Jeans in the integrated advertising category- Turning the product into a medium (Integrated Advertising Campaign)
12. APAC Effie Awards 2014 in the following category:
 - Silver Effie for the entry 'Killer' Jeans Making an Environmental Cause Fashionable to the Indian Youth'
13. 'Silver Shield Award' for FY 2013-14 and FY 2014-15 and the 'Golden Shield Award' for FY 2015-16 and FY 2016-17 awarded by the Institute of Chartered Accountants of India for excellence in financial reporting.
14. Certificate of Merit for the best presented Annual Report for FY 2013-14 by The South Asian Federation of Accountants
15. Indian Retail Award 2016 for Store Design for the year less than 1000 sq. ft. organized by Franchisee India
16. Vapi Manufacturing Unit of the Company was awarded Gold Award in 'Fame Excellence Award 2017' and Gold Award in 'Grow Care India's Environment Award 2017'
17. Maharashtra Best Employer Awards 2018 presented to the Company by World HRD Congress in 2018
18. 'Killer' brand was awarded Iconic Denim Brand of India 2019 by Mid Day Retail Icon Awards
19. Transforming India Retail Awards presented to the Company by CMAI in 2019
20. Times Leading Icon's 2019 presented to the Company by optimal media solutions a division of Times Internet Ltd a Times Group Company
21. Time Brand Icon Award 2021 for exemplary contribution towards society as a Fashion Apparel Company
22. Economic Times Best Brands 2021 and 2022 – Killer Jeans
23. Economic Times Asian Business Leaders 2022-23
24. Economic Times Iconic Brands of India 2022
25. World HRD Congress – Dream Companies to work for – Retail Sector

Mr. Kewalchand P. Jain, Chairman and Managing Director of the Company has been awarded the prestigious 'Apex Brand Entrepreneur of The Year Award 2005-2006'. He has also been awarded 'Achievers Award 2006' by The Junior Chamber International Marine Lines. The Rotary Club of Mumbai North End Vocational Excellence award was presented to Kewalchand P. Jain in the year 2007

IV. Other information:

1. Reasons of loss or inadequacy of profits:

The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, in case the profitability of the Company is adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Kewalchand P. Jain from April 1, 2025 to March 31, 2028.
2. Steps taken or proposed to be taken for improvement:

The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium producer, powerful brands and deep Pan- India distribution network are also expected to enable the Company to position itself during adversities. The Company has also strategically planned to increase profits and has put in place measures to reduce cost and improve the bottom-line.
3. Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

IV. Disclosures:

Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2023-24: The requisite details of remuneration, directorship, committee membership, etc. of Mr. Kewalchand P. Jain are included in Annexure 1 to the Notice as well as forms a part of the Corporate Governance Report, forming part of the Annual Report of FY 2023-24 of the Company.