

U. P. Jain & Co.

COMPANY SECRETARIES

U. P. Jain
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26, Nafees Chamber, 2nd Floor, 121-123, Mody Street, Fort, Mumbai - 400 001.

SCRUTINIZER'S CONSOLIDATED REPORT [E-VOTING & BALLOT 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, of M/s U. P. Jain & Co., Company Secretary in practice, having office at 26, Nafees Chamber, 2nd Floor, 121-123 Mody Street, Fort, Mumbai – 400001, have been appointed as a scrutinizer by the Board of Directors of **KEWAL KIRAN CLOTHING LIMITED** (the Company) in its meeting held on 21st July, 2018 for the purpose of scrutinizing the e-voting process and ballot 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 on the below mentioned resolutions, at the 27th Annual General Meeting of the members of the Company to be held on 4th September, 2018 at 12.00 noon at M. C. Ghia Hall, Bhogilal Hargovindas Building, 2nd floor, 18/20, Kaikhushru Dubash Marg (Behind Prince of Wales Museum), Mumbai– 400 001.
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 voting through electronic means and ballot process on the resolutions contained in the Notice of the 27th AGM of the Members of the Company. As the Scrutinizer for the e-voting process and Ballot process, my role and responsibility are limited to make a Scrutinizer's consolidated Report of the votes cast " in favour" or " against" in respect of the Resolutions contained in the Notice of the 27th AGM, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorised agency to provide Remote e-voting facilities, engaged by the Company and from the Ballot process conducted at the 27th AGM.
3. Further to above, I submit my report as under;
 - (a) The remote e-voting period remained opened from 1st September, 2018 (9.00 am) to 3rd September, 2018 (5.00 pm) and the voting carried out through Ballot process at 27th Annual General Meeting (AGM) held on 4th September, 2018.



- (b) The shareholders holding shares as on the 'cut off' date i.e. 28th August, 2018 were entitled to vote on the proposed resolutions as set out in the Notice of the 27th Annual General Meeting of the Company.
 - (c) The Ballot paper was provided at 27th AGM on Tuesday the 4th September, 2018 to those members who attended the meeting.
 - (d) The Ballot papers were scrutinized and reconciled with the records maintained by the Company and its Registrar and Transfer Agents.
 - (e) The Ballot papers which were not in order, because either they were submitted twice by the same member or they were submitted for the members who did not attend the meeting or same member voted through remote e-voting, have not been considered in total number of votes cast through ballot and kept separately.
 - (f) The ballot papers with mismatch of the signature in the records maintained by the Company and its Registrar and Transfer Agents have been treated as invalid. However there were no ballot papers with mismatch of the signature.
 - (g) The remote e-voting facility was unblocked on 4th September, 2018 around 1.49 pm in the presence of two witnesses, Mr. Ramesh Pathai and Mr. Sandip Nighot, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
 - (h) The details containing, inter alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of the CDSL at www.evotingindia.com.
 - (i) Particulars of all votes received either through electronic voting system or through ballot papers from the members have been entered in the Register separately maintained for the purpose.
 - (j) 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 March 31, 2018 including the Audited Balance Sheet as on March 31, 2018 and the Statement of Profit and Loss Account for the financial year ended March 31, 2018 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	45	11,244,396	11,244,396	91.232
Ballot Paper	61	397	397	0.003
Total votes cast	106	11,244,793	11,244,793	91.235
Less: Invalid votes	0	0	0	0.00
Net valid votes cast	106	11,244,793	11,244,793	91.235



(i) Voted in favour of the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
105	11,244,792	100.00*

* rounded off

(ii) Voted against the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
1	1	0.00*

* rounded off

(iii) Invalid Votes:

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

- b. **Ordinary Resolution 2:** Declaration of the final dividend and confirmation of two interim dividends of Rs. 7.00, Rs. 10.00, Rs. 9.50 and Rs. 5.00 respectively per equity share for the year ended March 31, 2018:

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	52	11,490,959	11,490,959	93.232
Ballot Paper	61	397	397	0.003
Total votes cast	113	11,491,356	11,491,356	93.235
Less: Invalid votes	0	0	0	0.00
Net valid votes cast	113	11,491,356	11,491,356	93.235

(i) Voted in favour of the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
112	11,491,355	100.00*

* rounded off

(ii) Voted against the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
1	1	0.00*

* rounded off



(iii) Invalid Votes:

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

- c. **Ordinary Resolution 3** : Appoint a Director in place of Mr. Hemant P. Jain, (DIN No. 00029822) who retires by rotation and being eligible, offers himself for re-appointment:

Particulars	Number of members voted	No. of shares	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	52	11,490,959	11,490,959	93.232
Ballot Paper	61	397	397	0.003
Total votes cast	113	11,491,356	11,491,356	93.235
Less: Invalid votes	0	0	0	0.00
Net valid votes cast	113	11,491,356	11,491,356	93.235

(i) Voted in favour of the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
112	11,491,355	100.00*

* rounded off

(ii) Voted against the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
1	1	0.00*

* rounded off

(iii) Invalid Votes:

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



- d. Special Resolution 4 :** Re-appointment of Ms. Drushti R. Desai (DIN: 00294249), Independent Non-Executive Director of the Company not liable to retire by rotation to hold office for a second consecutive term of 5 (five) consecutive years with effect from August 28, 2019 to August 27, 2024:

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	50	11,040,941	11,040,941	89.581
Ballot Paper	61	397	397	0.003
Total votes cast	111	11,041,338	11,041,338	89.584
Less: Invalid votes	0	0	0	0.00
Net valid votes cast	111	11,041,338	11,041,338	89.584

(i) Voted in favour of the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
110	11,041,337	100.00*

* rounded off

(ii) Voted against the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
1	1	0.00*

* rounded off

(iii) Invalid Votes:

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

- e. Special Resolution 5 :** Re-appointment of Mr. Nimish G. Pandya (DIN: 00326966), Independent Non-Executive Director of the Company not liable to retire by rotation to hold office for a second consecutive term of 5 (five) consecutive years with effect from April 1, 2019 to March 31, 2024.

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	43	10,794,378	10,794,378	87.581
Ballot Paper	61	397	397	0.003
Total votes cast	104	10,794,775	10,794,775	87.584
Less: Invalid votes	0	0	0	0.00
Net valid votes cast	104	10,794,775	10,794,775	87.584



(iv) Voted in favour of the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
101	10,404,774	96.39*

* rounded off

(v) Voted against the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
3	390,001	3.61*

* rounded off

(vi) Invalid Votes:

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

- f. Special Resolution 6 :** Re-appointment of Dr. Prakash A. Mody (DIN: 00001285), Independent Non-Executive Director of the Company not liable to retire by rotation to hold office for a second consecutive term of 5 (five) consecutive years with effect from April 1, 2019 to March 31, 2024.

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	43	10,794,378	10,794,378	87.580
Ballot Paper	61	397	397	0.003
Total votes cast	104	10,794,775	10,794,775	87.583
Less: Invalid votes	0	0	0	0.00
Net valid votes cast	104	10,794,775	10,794,775	87.583

(vii) Voted in favour of the resolution:

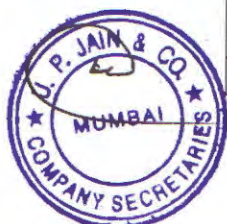
Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
100	10,404,320	96.38*

* rounded off

(viii) Voted against the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
4	390,455	3.62*

* rounded off



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

- g. Special Resolution 7 :** Re-appointment of Mr. Yogesh A. Thar (DIN: 02687466), Independent Non-Executive Director of the Company not liable to retire by rotation to hold office for a second consecutive term of 5 (five) consecutive years with effect from April 1, 2019 to March 31, 2024.

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	50	1,1040,941	1,1040,941	89.581
Ballot Paper	61	397	397	0.003
Total votes cast	111	11,041,338	11,041,338	89.584
Less: Invalid votes	0	0	0	0.00
Net valid votes cast	111	11,041,338	11,041,338	89.584

(x) Voted in favour of the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
110	11,041,337	100.00*

* rounded off

(xi) Voted against the resolution:

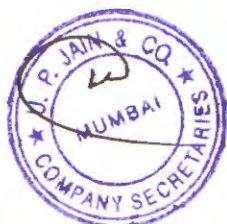
Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
1	1	0.00*

* rounded off

(xii) Invalid Votes:

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

- h. Special Resolution 8:** Appointment of Mr. Hemant P. Jain (DIN: 00029822) as the Whole-time Director of the Company for a period of 5 (five) years w.e.f. September 1, 2019 to August 31, 2024.



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	52	11,490,959	11,490,959	93.232
Ballot Paper	61	397	397	0.003
Total votes cast	113	11,491,356	11,491,356	93.235
Less: Invalid votes	0	0	0	0.00
Net valid votes cast	113	11,491,356	11,491,356	93.235

(xiii) Voted in favour of the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
112	11,491,355	100.00*

* rounded off

(xiv) Voted against the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
1	1	0.00*

* rounded off

(xv) Invalid Votes:

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

- i. **Special Resolution 9:** Appointment of Mr. Dinesh P. Jain (DIN: 00327277) as the Whole-time Director of the Company for a period of 5 (five) years w.e.f. September 1, 2019 to August 31, 2024.

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	52	11,490,959	11,490,959	93.232
Ballot Paper	61	397	397	0.003
Total votes cast	113	11,491,356	11,491,356	93.235
Less: Invalid votes	0	0	0	0.00
Net valid votes cast	113	11,491,356	11,491,356	93.235

(xvi) Voted in favour of the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
112	11,491,355	100.00*

* rounded off



(xvii) Voted against the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
1	1	0.00*

* rounded off

(xviii) Invalid Votes:

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

- j. **Special Resolution 10:** Appointment of Mr. Vikas P. Jain (DIN: 00029901) as the Whole-time Director of the Company for a period of 5 (five) years w.e.f. September 1, 2019 to August 31, 2024.

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	52	11,490,959	11,490,959	93.232
Ballot Paper	61	397	397	0.003
Total votes cast	113	11,491,356	11,491,356	93.235
Less: Invalid votes	0	0	0	0.00
Net valid votes cast	113	11,491,356	11,491,356	93.235

(xix) Voted in favour of the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
112	11,491,355	100.00*

* rounded off

(xx) Voted against the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
1	1	0.00*

* rounded off

(xxi) Invalid Votes:

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


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



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 27th Annual General Meeting and the same shall be handed over to the Chairman / Company Secretary of the Company for safe keeping

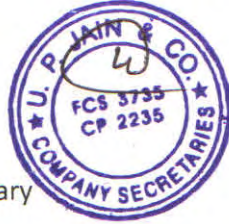
Thanking you,
Yours faithfully,

For **U. P. JAIN & CO.**
Company Secretaries

 05/09/18

Ummedmal Jain

Practising Company Secretary
FCS: 3735 CP: 2235



Date: 5th September, 2018

Place: Mumbai

We the undersigned witness that the votes were unlocked from the e-voting website of CDSL in our presence at Mumbai on 4th September, 2018 at 1.49 p.m.

Witness:


Mr. Ramesh Pathai

26, Nafees Chamber, 2nd Floor,
121-123, Mody Street, Fort,
Mumbai – 400 001.


Mr. Sandip Nighot

26, Nafees Chamber, 2nd Floor,
121-123, Mody Street, Fort,
Mumbai – 400 001.