

NOTICE

KEWAL KIRAN CLOTHING LIMITED

Registered Office: Kewal Kiran Estate, 460/7, I. B. Patel Road, Goregaon (East) Mumbai - 400 063
Tel: +91 22 26814400 **Fax:** +91 22 26814410 **Website:** www.kewalkiran.com **E-mail:** grievanceredressal@kewalkiran.com
CIN: L18101MH1992PLC065136

NOTICE is hereby given that the 27th Annual General Meeting of Kewal Kiran Clothing Limited will be held on Tuesday, September 4, 2018 at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th floor, 18/20, Kaikhushru Dubash Marg (Behind Prince of Wales Museum), Mumbai - 400 001 at 12 Noon 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, 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.
2. To declare the final dividend and confirm the four interim dividends of ₹ 7/-, ₹ 10/-, ₹ 9.5/- and ₹ 5/- respectively per equity share for the year ended March 31, 2018.
3. To appoint a Director in place of Mr. Hemant P. Jain (DIN: 00029822) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to re-appoint Ms. Drushti R. Desai (DIN: 00294249) as Independent Non-Executive Director of the Company not liable to retire by rotation to hold office as such for a second consecutive term of 5 (five) consecutive years with effect from August 28, 2019 to August 27, 2024;

FURTHER RESOLVED THAT Mr. Kewalchand P. Jain, Chairman and Managing Director and Mr. Abhijit Warange, Vice President – Legal and Company Secretary be and are hereby jointly and/or severally authorised 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.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to re-appoint Mr. Nimish G. Pandya (DIN: 00326966) as Independent Non-Executive Director of the Company not liable to retire by rotation to hold office as such for a second consecutive term of 5 (five) consecutive years with effect from April 1, 2019 to March 31, 2024;

FURTHER RESOLVED THAT Mr. Kewalchand P. Jain, Chairman and Managing Director and Mr. Abhijit Warange, Vice President – Legal and Company Secretary be and are hereby jointly and/or severally authorised 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 consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to re-appoint Dr. Prakash A. Mody (DIN: 00001285) as Independent Non-Executive Director of the Company not liable to retire by rotation to hold office as such for a second consecutive term of 5 (five) consecutive years with effect from April 1, 2019 to March 31, 2024;

FURTHER RESOLVED THAT Mr. Kewalchand P. Jain, Chairman and Managing Director and Mr. Abhijit Warange, Vice President – Legal and Company Secretary be and are hereby jointly and/or severally authorised 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.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to re-appoint Mr. Yogesh A. Thar (DIN: 02687466) as Independent Non-Executive Director of the Company not liable to retire by rotation to hold office as such for a second consecutive term of 5 (five) consecutive years with effect from April 1, 2019 to March 31, 2024;

FURTHER RESOLVED THAT Mr. Kewalchand P. Jain, Chairman and Managing Director and Mr. Abhijit Warange, Vice President – Legal and Company Secretary be and are hereby jointly and/or severally authorised 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.”

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

“RESOLVED THAT pursuant to the provision of Sections 196, 197 and other applicable provision of the Companies Act, 2013 and the rules made there under 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. Hemant P. Jain (DIN: 00029822) whose existing term of office as Whole-time Director expires on August 31, 2019, as the Whole-time Director of the Company for a further period of 5 (five) years w.e.f. September 1, 2019 to August 31, 2024 on the terms and conditions including remuneration 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 to 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 ₹ 6,25,000/- (Basic ₹ 1,87,500/- & Allowance ₹ 4,37,500/-)

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 and 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 thereunder;

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 official duties including travelling 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 the remuneration payable to Mr. Jain during Mr. Jain’s term of office as Whole-time Director together with the remuneration payable to the Managing Director i.e. Mr. Kewalchand P. Jain and other Whole-time Directors of the Company viz. Mr. Dinesh P. Jain and Mr. Vikas P. Jain shall not in any financial year exceed 10% of the net profits of the Company for that respective financial year calculated in the manner stated in Sections 197, 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof;

FURTHER RESOLVED THAT in the event of absence or inadequacy of profits in any financial year during Mr. Jain’s term of office as Whole-time Director the above remuneration and perquisites be paid as minimum remuneration, subject to the overall limits specified in

Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time;

LASTLY RESOLVED THAT Mr. Kewalchand Jain, Chairman and Managing Director and Mr. Abhijit Warange, Vice President – Legal and Company Secretary be and are hereby jointly and/or severally authorised 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.”

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

“RESOLVED THAT pursuant to the provision of Sections 196, 197 and other applicable provision of the Companies Act, 2013 and the rules made thereunder 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. Dinesh P. Jain (DIN: 00327277) whose existing term of office as Whole-time Director expires on August 31, 2019, as the Whole-time Director of the Company for a further period of 5 (five) years w.e.f. September 1, 2019 to August 31, 2024 on the terms and conditions including remuneration 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 to 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 ₹ 6,25,000/- (Basic ₹ 1,87,500/- & Allowance ₹ 4,37,500/-)

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 and 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 official duties including travelling 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 the remuneration payable to Mr. Jain during Mr. Jain's term of office as Whole-time Director together with the remuneration payable to the Managing Director i.e. Mr. Kewalchand P. Jain and other Whole-time Directors of the Company viz. Mr. Hemant P. Jain and Mr. Vikas P. Jain shall not in any financial year exceed 10% of the net profits of the Company for that respective financial year calculated in the manner stated in Sections 197, 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof;

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

LASTLY RESOLVED THAT Mr. Kewalchand Jain, Chairman and Managing Director and Mr. Abhijit Warange, Vice President – Legal and Company Secretary be and are hereby jointly and/or severally authorised 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.”

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

“RESOLVED THAT pursuant to the provision of Sections 196, 197 and other applicable provision of the Companies Act, 2013 and the rules made thereunder 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. Vikas P. Jain (DIN: 00029901) whose existing term of office as

Whole-time Director expires on August 31, 2019, as the Whole-time Director of the Company for a further period of 5(five) years w.e.f. September 1, 2019 to August 31, 2024 on the terms and conditions including remuneration 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 to 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 ₹ 6,25,000/- (Basic ₹ 1,87,500/- & Allowance ₹ 4,37,500/-)

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 and 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 official duties including travelling 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 the remuneration payable to Mr. Jain during Mr. Jain's term of office as Whole-time Director together with the remuneration payable to the Managing Director i.e. Mr. Kewalchand P. Jain and other Whole-time Directors of the Company viz. Mr. Hemant P. Jain and Mr. Dinesh P. Jain shall not in any financial year exceed 10% of the net profits of the Company for that respective financial year calculated in the manner stated in Sections 197, 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof;

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

LASTLY RESOLVED THAT Mr. Kewalchand Jain, Chairman and Managing Director and Mr. Abhijit Warange, Vice President – Legal and Company Secretary be and are hereby jointly and/or severally authorised 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.”

By order of the Board of Directors

Abhijit B. Warange
Vice President – Legal & Company Secretary

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

Date: July 21, 2018
Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

In order to be valid, proxies duly stamped, should be lodged with the Company at its registered office not later than forty eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the meeting.

3. Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted as at general meeting is annexed hereto.

4. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 1, 2018 to Tuesday, September 4, 2018 (both days inclusive).

5. The dividend on Equity Shares, if declared at the Annual General Meeting will be payable on or after September 7, 2018 to those members of the Company whose names appear:

a) As Beneficial Owners as at the end of business hours on August 31, 2018 as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, in respect of the shares held in electronic form and

b) As members on the Register of Members of the Company as at September 4, 2018 after giving effect to valid transfers in respect of transfer request lodged with the Company on or before the close of business hours on August 31, 2018.

6. The Securities and Exchange Board of India (SEBI) and the Reserve Bank of India (RBI) have advised all listed companies to mandatorily use the National Electronic Clearing Services (NECS) facility wherever possible for dividend payment to the shareholders. In view of this stipulation the Company proposes to implement the NECS facility. Members are requested to provide the Company with NECS mandate for crediting the future dividend payment directly to their respective bank accounts. The

Company shall be able to coordinate with the bankers only on receipt of the necessary information. The main information required therein is the type of account, name of the bank, MICR, IFS Code and the account number. It should be signed by all the holders, as per the specimen signature recorded with the Company/Depository Participant.

7. 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. Members holding shares in physical form can submit their PAN to the Company/ R&T Agent.

8. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

9. 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, accordingly, transferred the unpaid and unclaimed dividend amounts pertaining to Final Dividend 2009-10 of ₹ 26,670/-, 1st Interim Dividend 2010-11 of ₹ 34,340/- and 2nd Interim Dividend 2010-11 of ₹ 20,017/- to the IEPF.

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. Members, who have not encashed their dividend pertaining to Final Dividend 2010-11, 1st Interim Dividend 2011-12 and 2nd Interim Dividend 2011-12, are advised to write to the Company immediately claiming dividends declared by the Company.

10. 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. Accordingly, the Company had transferred 402 equity shares of ₹ 10 each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years after following the prescribed procedure. All the shareholders who have not claimed/ encashed their dividends in the

last seven consecutive years from 2011 are requested to claim the same by October 12, 2018. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the said rules. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the said rules. The details of such shareholders and shares due for transfer are uploaded on the 'Investors Section' of the website of the Company viz. www.kewalkiran.com.

11. 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 & Transfer Agents, Link Intime India Private Limited, C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083.
12. 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.
13. 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**.
14. Members who would like to ask any questions on the accounts are requested to send their questions at Registered Office of the Company at least 10 days before the Annual General Meeting to enable the Company to answer their queries satisfactorily.
15. Members are requested to bring their copies of the Annual Report to the Annual General Meeting. Members may also note that the Notice of the 27th Annual General Meeting and Annual Report will be available on the Company's website, www.kewalkiran.com for download and the physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours (10.00 am to 1.00 pm) on all working days except Sundays up to and including the date of the Annual General Meeting of the Company.
16. The members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
17. Electronic copy of Annual Report for the year 2017-18 is being sent to all members whose email IDs are registered with the Company/Depository Participant(s) and have given their positive consent to receive the same through electronic means. Members are also being sent physical copies of the Annual Report in the permitted mode.
18. Electronic copy of the notice of the 27th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting with attendance slip and proxy form are being sent to all the members whose email IDs are registered with the Company/ Depository Participant and have given their positive consent to receive the same through electronic means. Members are also being sent physical copy of the notice of the 27th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting with attendance slip and proxy form in the permitted mode.
19. Even after registering for e-communication members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's investor e-mail ID grievanceredressal@kewalkiran.com
20. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc from the Company electronically.
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 of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 27th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).
 - b) The facility for voting, either through electronic voting system or through ballot shall be made available at the venue of the 27th AGM. The members attending the meeting, who have not already casted their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already casted their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the 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 Scrutiniser to scrutinise 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 Saturday, September 1, 2018 at 9.00 a.m and ends on Monday, September 3, 2018 at 5.00 p.m. During this

period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Tuesday, August 28, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for e-voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders / Members

(iv) Now Enter your User ID

1. For CDSL: 16 digits beneficiary ID,

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ Attendance Slip indicated in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member ID/ folio number in the Dividend Bank details field as mentioned in instruction (iv).

2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

3. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(viii) After entering these details appropriately, click on 'SUBMIT' tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for KEWAL KIRAN CLOTHING LIMITED on which you choose to vote.

(xii) On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.

(xv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on 'Click here to print' option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ('FAQs') and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cDSLindia.com.

- e) 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, August 28, 2018.
- f) The Scrutiniser shall after scrutinising 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 Scrutiniser's Report and submit it to the Chairman or any Director authorised by the Board. The results declared alongwith the consolidated Scrutiniser's report shall be placed on the website of the Company and of CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the Company's shares are listed.
- g) 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. September 4, 2018.
22. 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 Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('ACT')

Item No. 4

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements Regulations) 2015 and Secretarial Standard SS-2 the brief profile of Ms. Drushti R. Desai, (DIN: 00294249) who is proposed to be re-appointed as an Independent Non-Executive Director of the Company for a second consecutive term of 5 consecutive years w.e.f. August 28, 2019 to August 27, 2024.

Ms. Drushti Desai (age 45 years) is an Independent Non-Executive Director of the Company. She was first appointed on the board of your Company on July 23, 2014.

Ms. Desai is a member of the Institute of Chartered Accountants of India (ICAI). She is a partner at Bansi S. Mehta & Co. a leading Chartered Accountant Firm in Mumbai. Ms. Desai brings over 19 years of rich experience in valuation of shares, businesses and intangibles, advisory services on schemes relating to mergers, acquisitions, spin-offs and other forms of corporate restructuring and family settlements, financial and management advice, corporate and individual taxation (Income-tax, Wealth-tax, Gift-tax).

Pursuant to Section 149(10) of the Companies Act, 2013 an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Ms. Desai was appointed as an Independent Non-Executive Director in the 23rd AGM held on August 28, 2014 for a term of five consecutive years from August 28, 2014 upto August 27, 2019 by the members of your Company.

In the performance evaluation conducted for the financial year 2017-18 the performance of Ms. Desai was evaluated to be satisfactory in the effective and efficient discharge of her role and responsibilities as an independent director of the Company. The Board and its Committees have benefitted from her relevant specialisation and expertise. The Board has, based on the performance evaluation and on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Act and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and subject to the approval of the members, approved the re-appointment of Ms. Desai as an Independent Director not liable to retire by rotation and offering herself for re-appointment for second consecutive term of 5 (five) consecutive years from August 28, 2019 upto August 27, 2024.

Ms. Desai is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013

and has given her consent to act as Independent Director of the Company. She meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. In the opinion of the Board, Ms. Desai fulfils the conditions for appointment as an Independent Director as specified under the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

Copy of the draft letter for appointment of Ms. Desai as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on any working day, except Saturday, upto and including the date of AGM of

your Company and also available on your Company's website.

Except for the sitting fees for attending Board/ Committee meetings Ms. Desai is not having any other pecuniary relationship or transaction with the Company. The sitting fees proposed to be paid to the Non-Executive Directors is within the statutory limits prescribed under the Companies Act, 2013 and the rules made thereunder for payment of sitting fees without the approval of the Central Government. Ms. Desai was in receipt of ₹ 7,60,000/- as sitting fees during the year under review.

As on the date of this notice Ms. Desai does not hold any shares in the Company. She is not related to any Directors of the Company. In the financial year under review 5 meeting of the Board of Directors were held and Ms. Desai attended all the 5 Board Meetings.

The details of directorships of Ms. Desai in other Companies as on the date of this notice are as follows:

NAME OF THE COMPANY	BOARD POSITION HELD
Globallogic Technologies Limited	Director
Globallogic India Limited	Director
Chemfab Alkalis Limited (Formerly known as Teamec Chlorates Limited)	Director
Narmada Gelatines Limited	Director
Kruti Finance and Holdings Private Limited	Director

The details of committee membership/chairmanship of Ms. Drushti Desai in other companies as on the date of this notice are as follows:

NAME OF THE COMPANY	Name of the Committee	POSITION HELD
Globallogic Technologies Limited	Audit Committee	Chairman
Globallogic India Limited	Audit Committee	Chairman
Narmada Gelatines Limited	Audit Committee	Member
Chemfab Alkalis Limited (Formerly known as Teamec Chlorates Limited)	Audit Committee	Member
Chemfab Alkalis Limited (Formerly known as Teamec Chlorates Limited)	Stakeholder Relationship Committee	Chairman
Globallogic Technologies Limited	Nomination & Remuneration Committee	Chairman
Globallogic India Limited	Nomination & Remuneration Committee	Chairman
Chemfab Alkalis Limited (Formerly known as Teamec Chlorates Limited)	Nomination & Remuneration Committee	Member
Globallogic Technologies Limited	Corporate Social Responsibility Committee	Member
Globallogic India Limited	Corporate Social Responsibility Committee	Member
Narmada Gelatines Limited	Sexual Harassment Complaint Committee	Member

The Board considers Ms. Desai's continued association with your Company will be of immense benefit and accordingly recommends the Special Resolution for re-appointment of Ms. Desai as an Independent Director for another consecutive term of five consecutive years with effect from August 28, 2019 upto August 27, 2024, for the approval of the members of your Company.

Except Ms. Drushti Desai, being an appointee, none of the Directors and Key Managerial Personnel of the Company are in any way concerned/interested in the said resolution.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item No. 5

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements Regulations) 2015 and Secretarial Standard SS-2 the brief profile of Mr. Nimish G. Pandya, (DIN: 00326966) who is proposed to be re-appointed as the Independent Non-Executive Director of the Company for a second consecutive term of 5 consecutive years w.e.f. April 1, 2019 to March 31, 2024.

Mr. Nimish Pandya (age 64 years) is an Independent Non-Executive Director of your Company. He was first appointed on the board of your Company on November 14, 2005.

Mr. Pandya studied law from the University of Mumbai and is a member of the Bar Council of Maharashtra. He was appointed as a Notary Public by the Government of Maharashtra in 1993. Mr. Pandya is the proprietor of Pandya & Co., Advocates

and Notary and the founding partner at Pandya Juris LLP, International Lawyers & Tax Consultants. An eminent lawyer, Mr. Pandya specialises in mergers and acquisitions, litigation and arbitration, trusts and charities, corporate, commercial and financial planning and execution, including transaction support and contracts, intellectual property, technology, media and communications, competition and trade, conveyancing and real estates and family and personal law.

Pursuant to Section 149(10) of the Companies Act, 2013 an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Pandya was appointed as an Independent Non-Executive Director in the 23rd AGM held on August 28, 2014 to hold office for a term of five consecutive years from April 1, 2014 upto March 31, 2019 by the members of your Company.

In the performance evaluation conducted for the financial year 2017-18 the performance of Mr. Pandya was evaluated to be satisfactory in the effective and efficient discharge of his role and responsibilities as an independent director of the Company. The Board and its Committees have benefitted from his relevant specialisation and expertise. The Board has, based on the performance evaluation and on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Act and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and subject to the approval of the members, approved the re-appointment of Mr. Pandya as an Independent Director not liable to retire by rotation and offering himself for re-appointment for second consecutive term of 5 (five) consecutive years from April 1, 2019 upto March 31, 2024.

Mr. Pandya is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Independent Director of the Company. He meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. In the opinion of the Board, Mr. Pandya fulfils the conditions for appointment as an Independent Director as specified under the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

Copy of the draft letter for appointment of Mr. Pandya as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on any working day, except Saturday, upto and including the date of AGM of your Company and also available on your Company's website.

Except for the sitting fees for attending Board/ committee meetings Mr. Pandya is not having any other pecuniary relationship or transaction with the Company save an except an amount of ₹ 5,50,260/- paid by way of professional fees to Pandya & Co., Advocates and Notary to represent the Company in a matter before the Hon'ble High Court. The sitting fees proposed to be paid to the Non Executive Directors is within the statutory limits prescribed under the Companies Act, 2013 and the rules made thereunder for payment of sitting fees without the approval of the Central Government. Mr. Pandya was in receipt of ₹ 6,60,000/- as sitting fees during the year under review.

Mr. Pandya does not hold any shares in the Company as on the date of this notice. He is not related to any Director of the Company. In the financial year under review 5 meeting of the Board of Directors were held and Mr. Pandya attended 4 Board Meetings.

The details of directorships of Mr. Nimish Pandya in other companies as on the date of this notice are as follows:

NAME OF THE COMPANY	BOARD POSITION HELD
Corvus Sports Private Limited	Director
Streamcast Studios Private Limited	Director
Streamcast Media Private Limited	Director
Streamcast Education Services Private Limited	Director
Streamcast Logitech Private Limited	Director
Streamcast Cloud Private Limited	Director

Mr. Nimish Pandya does not hold any committee membership/ chairmanship in other companies as on date of this notice.

The Board considers Mr. Pandya's continued association with your Company will be of immense benefit and accordingly recommends the Special Resolution for re-appointment of Mr. Pandya as an Independent Director for another consecutive term of five consecutive years with effect from April 1, 2019 upto March 31, 2024, for the approval of the members of your Company.

Except Mr. Nimish Pandya, being an appointee, none of the Directors and Key Managerial Personnel of the Company are in any way concerned/interested in the said resolution.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item No. 6

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements Regulations) 2015 and Secretarial Standard SS-2 the brief profile of Dr. Prakash A. Mody, (DIN: 00001285) who is proposed to be Re-appointed as the Independent Non-Executive Director of the Company for a second consecutive term of 5 consecutive years w.e.f. April 1, 2019 to March 31, 2024.

Dr. Prakash Mody (age 65 years) is an Independent Non-Executive Director of the Company. He was first appointed on the board of your Company on November 14, 2005.

Dr. Mody is the Chairman and Managing Director of Unichem Laboratories Limited. He brings a rich experience in marketing, research and production. Dr. Mody is a Doctorate (Ph.D.) in organic chemistry from the University of Mumbai. He has also pursued Marketing Management from Jamnalal Bajaj University of Management Studies, University of Mumbai and is an alumnus of the Harvard Business School having undergone the Owners Presidents Management Programme.

Dr. Mody was appointed as an Independent Non-Executive Director in the 23rd AGM held on August 28, 2014 to hold office for a term of five consecutive years from April 1, 2014 upto March 31, 2019 by the members of your Company.

In the performance evaluation conducted for the financial year 2017-18 the performance of Dr. Mody was evaluated to be satisfactory in the effective and efficient discharge of his role and responsibilities as an independent director of the Company. The Board and its Committees have benefitted from his relevant specialisation and expertise. The Board has, based on the performance evaluation and on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Act and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and subject to the approval of the members, approved the re-appointment of Dr. Mody as

an Independent Director not liable to retire by rotation and offering himself for re-appointment for second consecutive term of 5 (five) consecutive years from April 1, 2019 upto March 31, 2024.

Dr. Mody is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Independent Director of the Company. He meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. In the opinion of the Board, Dr. Mody fulfils the conditions for appointment as an Independent Director as specified under the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

Copy of the draft letter for appointment of Dr. Mody as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on any working day, except Saturday, upto and including the date of AGM of your Company and also available on your Company's website.

Except for the sitting fees for attending Board/committee meetings Dr. Mody is not having any other pecuniary relationship or transaction with the Company. The sitting fees proposed to be paid to the Non-Executive Directors is within the statutory limits prescribed under the Companies Act, 2013 and the rules made thereunder for payment of sitting fees without the approval of the Central Government. Dr. Mody was in receipt of ₹ 3,00,000/- as sitting fees during the year under review.

As on the date of this notice Dr. Mody holds 336 shares in the Company. He is not related to any Director of the Company. In the financial year under review 5 meeting of the Board of Directors were held and Dr. Mody attended 3 Board Meetings.

The details of other directorships of Dr. Prakash Mody as on the date of this notice are as follows:

NAME OF THE COMPANY	BOARD POSITION HELD
Unichem Laboratories Limited	Chairman
Unichem Pharmaceuticals (USA) Inc.	Director

The details of committee membership/chairmanship in other companies of Dr. Prakash Mody as on the date of this notice are as follows:

NAME OF THE COMPANY	Name of the Committee	POSITION HELD
Unichem Laboratories Limited	Corporate Social Responsibility Committee	Chairman
Unichem Laboratories Limited	Stakeholder and Relationship Committee	Member

The Board considers Dr. Mody's continued association with your Company will be of immense benefit and accordingly recommends the Special Resolution for re-appointment of Dr. Mody as an Independent Director for another consecutive term of five consecutive years with effect from April 1, 2019 upto March 31, 2024, for the approval of the members of your Company.

Except Dr. Prakash Mody, being an appointee, none of the Directors and Key Managerial Personnel of the Company are in any way concerned/interested in the said resolution.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item No. 7

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements Regulations) 2015 and Secretarial Standard SS-2 the brief profile of Mr. Yogesh A. Thar, (DIN: 02687466) who is proposed to be re-appointed as the Independent Non-Executive Director of the Company for a second consecutive term of 5 consecutive years w.e.f. April 1, 2019 to March 31, 2024

Mr. Yogesh Thar (age 56 years) is an Independent Non-Executive Director of your Company. He was first appointed on the board of your Company on February 13, 2013.

Mr. Thar is a member of the Institute of Chartered Accountants of India (ICAI). He is a senior partner at Bansi S. Mehta & Co. a leading Chartered Accountant Firm in Mumbai. Mr. Thar has near three decades of experience in business mergers, acquisitions and restructuring, business valuations, corporate taxation and taxation of non-resident citizens and foreign companies.

Pursuant to Section 149(10) of the Companies Act, 2013 an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Thar was appointed as an Independent Non-Executive Director in the 23rd AGM held on August 28, 2014 to hold office for a term of five consecutive years from April 1, 2014 upto March 31, 2019 by the members of your Company.

In the performance evaluation conducted for the financial year 2017-18 the performance of Mr. Thar was evaluated to be satisfactory in the effective and efficient discharge of his role and responsibilities as an independent director of the Company. The Board and its Committees have benefitted from his relevant specialisation and expertise. The Board has, based on the performance evaluation and on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Act and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and subject to the approval of the members, approved the re-appointment of Mr. Thar as an Independent Director not liable to retire by rotation and offering himself for re-appointment for second consecutive term of 5 (five) consecutive years from April 1, 2019 upto March 31, 2024.

Mr. Thar is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Independent Director of the Company. He meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013

and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. In the opinion of the Board, Mr. Thar fulfils the conditions for appointment as an Independent Director as specified under the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

Copy of the draft letter for appointment of Mr. Thar as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on any working day, except Saturday, upto and including the date of AGM of your Company and also available on your Company's website.

Except for the sitting fees for attending Board/ Committee meetings Mr. Thar is not having any other pecuniary relationship or transaction with the Company. The sitting fees proposed to be paid to the Non-Executive Directors is within the statutory limits prescribed under the Companies Act, 2013 and the rules made thereunder for payment of sitting fees without the approval of the Central Government. Mr. Thar was in receipt of ₹ 7,60,000/- as sitting fees during the year under review.

As on the date of this notice Mr. Thar does not hold any shares in the Company. He is not related to any Director of the Company. In the financial year under review 5 meeting of the Board of Directors were held and Mr. Thar attended all the 5 Board Meetings.

Mr. Thar is not holding directorship or committee membership/ chairmanship in any other Company.

The Board considers Mr. Thar's continued association with your Company will be of immense benefit and accordingly recommends the Special Resolution for re-appointment of Mr. Thar as an Independent Director for another consecutive term of five consecutive years with effect from April 1, 2019 upto March 31, 2024, for the approval of the members of your Company.

Except Mr. Yogesh Thar, being an appointee, none of the Directors and Key Managerial Personnel of the Company are in any way concerned/interested in the said resolution.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item No. 8

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements Regulations) 2015 and Secretarial Standard SS-2 the brief profile of Mr. Hemant P. Jain (DIN: 00029822) who is proposed to be appointed as the Whole-time Director of the Company for 5 years w.e.f. September 1, 2019 to August 31, 2024 Mr. Hemant P. Jain (age

54 years) is the Wholetime Executive Director of your Company. Mr. Jain is also one of the Promoter's of your Company and was first appointed as a Director of your Company on January 30, 1992. He joined the business at early age after completing school and had to forgo his formal education. He learnt business on the job and leads the marketing functions of your Company. He has an overall experience of 35 years. He was instrumental in launching the brands of your Company as well as setting up and expanding the network of the retail stores of your Company under the banner of K-LOUNGE. An avid traveler and field person, he keeps a keen eye on the latest trends in international fashion.

In the performance evaluation conducted for the financial year 2017-18 the performance of Mr. Jain was evaluated to be satisfactory in the effective and efficient discharge of his role and responsibilities as an independent director of the Company. The Board and its Committees have benefitted from his relevant specialisation and expertise. The Board has, based on the performance evaluation and on the recommendation of Nomination and Remuneration Committee and subject to the approval of the members in the ensuing annual general meeting, approved the re-appointment of Mr. Jain as Whole-time Director of your Company for a further period of five years, post completion of his present term on August 31, 2019.

Mr. Jain is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Whole-time Director of your Company. He satisfies all the conditions pertaining to the appointment as a Wholetime Director as set out in Section 196(3) and Part-I of Schedule V of the Companies Act, 2013.

Mr. Jain holds 7,07,915 shares of your Company, which includes 16,000 shares held as a Karta of Hemant P. Jain (H.U.F) and 78,400 shares held j/w Lata H. Jain in the Company as on the date of this notice.

Mr. Hemant P. Jain, Mr. Kewalchand P. Jain, Mr. Dinesh P. Jain and Mr. Vikas P. Jain are brothers. In the financial year under review 5 meeting of the Board of Directors were held and Mr. Hemant P. Jain has attended all the 5 Board Meetings.

The major terms and conditions of Mr. Jain's appointment including details of proposed remuneration as recommended by the Nomination and Remuneration Committee in its meeting held on April 23, 2018 for the ensuing term of 5 years w.e.f. September 1, 2019 to August 31, 2024 is as per the resolution at Item No. 8 of the Notice convening this meeting read with explanatory statement thereto. The last drawn remuneration by Mr. Hemant Jain was ₹79,89,600/- per annum (including perquisites).

The details of directorships of Mr. Hemant P. Jain in other Companies as on the date of this notice are as follows:

NAME OF THE COMPANY	BOARD POSITION HELD
Enlighten Lifestyle Limited	Director
Kewal Kiran Realtors and Infrastructures Private Limited	Director
Kewal Kiran Management Consultancy Limited.	Director
Kewal Kiran Finance Private Limited	Director
White Knitwears Private Limited	Director
Kewal Kiran Media and Communication Limited	Director
Lord Gautam Charitable Foundation	Director

Mr. Hemant Jain does not hold any committee membership/ chairmanship in other companies as on date of this notice.

Pursuant to sub-regulation 6 of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 which will come into effect from April 1, 2019 the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if:

- the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

The aggregate annual remuneration drawn by all the Executive Directors of your Company may exceeds 5 per cent of the

net profits.

Your Directors have recommended the Special Resolution for approval of members.

Except Mr. Kewalchand P. Jain, Mr. Hemant P. Jain, Mr. Dinesh P. Jain and Mr. Vikas P. Jain, no other Directors/ Key Managerial Personnel of the Company are in any way concerned/ interested in the said resolution.

Item No. 9

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements Regulations) 2015 and Secretarial Standard SS-2 the brief profile of Mr. Dinesh P. Jain, (DIN: 00327277) who is proposed to be appointed as the Whole-time Director of the Company for 5 years w.e.f. September 1, 2019 to August 31, 2024

Mr. Dinesh Jain (age 49 years) is the Wholetime Executive Director of your Company. Mr. Jain is also one of the Promoter's

of your Company and was first appointed as a Director of your Company on October 2, 1997. He joined the business at early age after completing school and had to forgo his formal education. Mr. Jain heads the manufacturing operations of the Company. He has an overall experience of 28 years and specialises in Production, HR and IR related issues. Mr. Jain is also responsible for ensuring optimum utilisation of production facilities of your Company at its units at Dadar, Goregaon, Daman and Vapi.

In the performance evaluation conducted for the financial year 2017-18 the performance of Mr. Jain was evaluated to be satisfactory in the effective and efficient discharge of his role and responsibilities as an independent director of the Company. The Board and its Committees have benefitted from his relevant specialisation and expertise. The Board has, based on the performance evaluation and on the recommendation of Nomination and Remuneration Committee and subject to the approval of the members in the ensuing annual general meeting, approved the re-appointment of Mr. Jain as Whole-time Director of your Company for a further period of five years, post completion of his present term on August 31, 2019.

Mr. Jain is not disqualified from being re-appointed as a

Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Wholetime Director of the Company. He satisfies all the conditions pertaining to the appointment as a Wholetime Director as set out in Section 196(3) and Part-I of Schedule V of the Companies Act, 2013.

Mr. Jain holds 7,45,831 shares which includes 16,000 shares as a Karta of Dinesh P. Jain (H.U.F) and 100,401 shares held j/w Sangeeta D. Jain in the Company as on the date of this notice.

Mr. Dinesh P. Jain, Mr. Kewalchand P. Jain, Mr. Hemant P. Jain and Mr. Vikas P. Jain are brothers. In the financial year under review 5 meeting of the Board of Directors were held and Mr. Dinesh P. Jain has attended all the 5 Board Meetings.

The major terms and conditions of Mr. Jain's appointment including details of proposed remuneration as recommended by the Nomination and Remuneration Committee in its meeting held on April 23, 2018 for the ensuing term of 5 years w.e.f. September 1, 2019 to August 31, 2024 is as per the resolution at Item No. 9 of the Notice convening this meeting read with explanatory statement thereto. The last drawn remuneration by Mr. Jain was ₹79,89,600/- per annum (including perquisites).

The details of directorships of Mr. Dinesh P. Jain in other Companies as on the date of this notice are as follows:

NAME OF THE COMPANY	BOARD POSITION HELD
Enlighten Lifestyle Limited	Director
Kewal Kiran Management Consultancy Limited	Director
Kewal Kiran Realtors and Infrastructures Private Limited	Director
Kewal Kiran Media and Communication Limited	Director
Kewal Kiran Finance Private Limited	Director
Synthofine Chemicals of India Limited	Director
Lord Gautam Charitable Foundation	Director

Mr. Dinesh Jain does not hold any committee membership/ chairmanship in other companies as on date of this notice.

Pursuant to sub-regulation 6 of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 which will come into effect from April 1, 2019 the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if:

- (i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

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

Your Directors have recommended the Special Resolution for

approval of members.

Except Mr. Kewalchand P. Jain, Mr. Hemant P. Jain, Mr. Dinesh P. Jain and Mr. Vikas P. Jain, no other Directors/ Key Managerial Personnel of the Company are in any way concerned/ interested in the said resolution.

Item No. 10

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements Regulations) 2015 and Secretarial Standard SS-2 the brief profile of Mr. Vikas P. Jain, (DIN: 00029901) who is proposed to be appointed as the Wholetime Director of the Company for 5 years w.e.f. September 1, 2019 to August 31, 2024

Mr. Vikas P. Jain (age 47 years) is the Wholetime Executive Director of your Company. Mr. Jain is also one of the Promoter's of your Company and was first appointed as a Director of your Company on October 2, 1997. He is a graduate in commerce. and has an overall experience of 25 years. Mr. Jain heads the operations and distribution functions of your Company. He is responsible for marketing of Lawman PG3 and Intigrity brands and also looks after the retail business of the Company. He

is instrumental in launching 'ADDICTION' the retail arm of the Company for lifestyle accessories products. Mr. Jain travels extensively and scouts for new technologies in garment manufacturing.

In the performance evaluation conducted for the financial year 2017-18 the performance of Mr. Jain was evaluated to be satisfactory in the effective and efficient discharge of his role and responsibilities as an independent director of the Company. The Board and its Committees have benefitted from his relevant specialisation and expertise. The Board has, based on the performance evaluation and on the recommendation of Nomination and Remuneration Committee and subject to the approval of the members in the ensuing annual general meeting, approved the re-appointment of Mr. Jain as Whole-time Director of your Company for a further period of five years, post completion of his present term on August 31, 2019.

Mr. Jain is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Whole-time Director of

your Company. He satisfies all the conditions pertaining to the appointment as a Wholetime Director as set out in Section 196(3) and Part-I of Schedule V of the Companies Act, 2013.

Mr. Jain holds 7,37,821 shares which includes 16,000 shares as a Karta of Vikas P. Jain (HUF) and 92,336 shares held j/w Kesar V. Jain in the Company as on the date of this notice.

Mr. Vikas P. Jain, Mr. Kewalchand P. Jain, Mr. Hemant P. Jain and Mr. Dinesh P. Jain are brothers. In the financial year under review 5 meeting of the Board of Directors were held and Mr. Vikas P. Jain has attended all the 5 Board Meetings.

The major terms and conditions of Mr. Jain's appointment including details of proposed remuneration as recommended by the Nomination and Remuneration Committee in its meeting held on April 23, 2018 for the ensuing term of 5 years w.e.f. September 1, 2019 to August 31, 2024 is as per the resolution at Item No. 10 of the Notice convening this meeting read with explanatory statement thereto. The last drawn remuneration by Mr. Jain was ₹79,89,600/- per annum (including perquisites).

The details of directorships of Mr. Vikas P. Jain in other Companies as on the date of this notice are as follows:

NAME OF THE COMPANY	BOARD POSITION HELD
Enlighten Lifestyle Limited	Director
Kewal Kiran Management Consultancy Limited	Director
Kewal Kiran Realtors and Infrastructures Private Limited	Director
Kewal Kiran Media and Communication Limited	Director
Kewal Kiran Finance Private Limited	Director
Lord Gautam Charitable Foundation	Director

Mr. Vikas Jain does not hold any committee membership/ chairmanship in other companies as on date of this notice.

Pursuant to sub-regulation 6 of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 which will come into effect from April 1, 2019 the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if:

- (i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

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

Your Directors have recommended the Special Resolution for approval of members.

Except Mr. Kewalchand P. Jain, Mr. Hemant P. Jain, Mr. Dinesh P. Jain and Mr. Vikas P. Jain, no other Directors/ Key Managerial Personnel of the Company are in any way concerned/ interested in the said resolution.

By order of the Board of Directors

Abhijit B. Warange
Vice President – Legal & Company Secretary

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

Date: July 21, 2018
Place: Mumbai

KEWAL KIRAN CLOTHING LIMITED

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

Corporate Identify Number: L18101MH1992PLC065136

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

Website: www.kewalkiran.com; **E-mail:** grievanceredressal@kewalkiran.com

ATTENDANCE SLIP

Folio No. No. of Shares held.

D.P. ID

Client ID

E-mail ID

Name and Address of the shareholder/proxy:
.....

I certify that I am a registered shareholder/proxy of the registered shareholder of the Company.

I hereby record my presence at the 27th Annual General Meeting of the Company on Tuesday, September 4, 2018 at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, (Behind Prince of Wales Museum) Mumbai - 400 001 at 12.00 Noon

.....
Signature of the attending member/proxy

Applicable for shareholders holding shares in electronic form.

Notes:

1. Please sign this attendance slip and hand it over at the verification Counter at the entrance of the meeting hall.
2. No gifts/Company products shall be given at the meeting.
3. This attendance is valid only in case shares are held on the date of meeting.
4. Only shareholder of the Company and/or their proxy will be allowed to attend the meeting.

KEWAL KIRAN CLOTHING LIMITED

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

Corporate Identify Number: L18101MH1992PLC065136

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

Website: www.kewalkiran.com; **email:** grievanceredressal@kewalkiran.com

FORM NO. MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio / DP ID – Client ID:

I/We being the member(s) of Kewal Kiran Clothing Ltd. holding Equity Shares hereby appoint:

(1) Name: E-mail ID

Address:

.....

..... Signature:or failing him;

(2) Name: E-mail ID.....

Address

.....

..... Signature:or failing him;

(3) Name: E-mail ID.....

Address:

.....

..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Tuesday, September 4, 2018 at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, (Behind Prince of Wales Museum) Mumbai - 400 001 at 12.00 Noon and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
ORDINARY BUSINESS			
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.		
2	Declaration of final dividend and confirmation of four interim dividends of ₹ 7/-, ₹ 10/-, ₹ 9.5/- and ₹ 5/- respectively per equity share for the year ended March 31, 2018.		
3	Re-appointment of Mr. Hemant P. Jain (DIN: 00029822) who retires by rotation.		

SPECIAL BUSINESS

- | | |
|----|--|
| 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. |
| 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. |
| 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. |
| 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. |
| 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. |
| 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. |
| 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. |
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Signed thisday of 2018

Affix ₹ 1/-
Revenue
Stamp

Signature of share holder

Signature of proxy holder (s).....

Notes:

1. This Proxy Form in order to be effective should be duly completed and deposited at the Company's Registered Office atleast 48 hours before the commencement of meeting.
2. A Proxy need not be member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. It is optional to put a 'X' in the appropriate column against resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote (on poll) at the meeting in the manner as he/ she thinks appropriate.