

U. P. JAIN & CO.

COMPANY SECRETARIES

CS UMMEDMAL P. JAIN
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26, NAFEEES CHAMBER, 121-123, MODY STREET, FORT, MUMBAI-400001

CONSOLIDATED SCRUTINIZER'S REPORT [E-VOTING PROCESS]

*[Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies
(Management and Administration) Rules, 2014]*

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

Dear Sir,

1. I, Ummedmal Jain, Company Secretary in Practice and Proprietor, M/s. U. P. Jain & Co., Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of **KEWAL KIRAN CLOTHING LIMITED** (“the Company”) in its meeting held on 11th May, 2022 for the purpose of scrutinizing the voting through electronic means (“e-voting”) process in a fair and transparent manner as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time for the below mentioned resolutions contained in notice dated 11th May, 2022 issued in accordance with General Circular Nos. 14/2020, 17/2020, 20/2020 33/2020, 39/2020 and 02 /2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 28th September,2020 31st December,2020, 13th January,2021 and 2/ 2022 dated 5th May, 2022 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79, SEBI/HO/CFD/ CMD2/CIR/P/2021/11 and SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 12th May, 2020, 15th January,2021 and 13th May, 2022 respectively issued by the Securities and Exchange Board of India, calling the 31st Annual General Meeting of the Equity Shareholders of the Company to be held on 6th September, 2022 at 12.00 noon through Video conference (“VC”) or Other Audio Visual Means (“OAVM”).

Management's Responsibility:

2. It is the responsibility of the management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made there under and also the requirements thereof relating to e-voting on the resolutions contained in the Notice of the 31st Annual General Meeting of the Equity Shareholders of the Company.

Scrutinizer's Responsibility:

3. As the Scrutinizer for the e-voting process, my role and responsibility are limited to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" in respect of the resolutions contained in the Notice of the 31st Annual General Meeting, based on the reports generated from the e-voting system provided by the Link Intime India Limited ("LIPL"), the Registrar and Transfer Agent and the authorised agency engaged by the Company to provide remote e-voting facilities and attendant papers / documents furnished to me electronically by the Company and/or LIPL for my verification.

Cut-off date:

4. The Equity Shareholders holding shares as on the 'cut off' date i.e., 30th August, 2022 were entitled to vote on the proposed resolutions which were set out in the Notice of the 31st Annual General Meeting of the Company.

Remote e-voting process:

5. (a) The voting was conducted using remote e-voting which remained opened from 3rd September, 2022 (9.00 am) to 5th September, 2022 (5.00 pm).

(b) The remote e-voting and the LIPL e-voting platform were blocked thereafter.

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

E-voting process at the AGM:

6. (a) The voting was conducted using e-voting at 31st Annual General Meeting held on 6th September, 2022 to those shareholders who had not cast their vote through the remote e-voting.

(b) The e-votes cast were unblocked on Tuesday, 6th September, 2022 after the conclusion of the AGM.

7. Particulars of all votes received through electronic voting system from the members have been entered in the Register separately maintained for the said purpose.

8. A summary of the votes received electronically and through ballot papers are given below:

- a. Ordinary Resolution 1:** Adoption of Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2022 including the Audited Balance Sheet as on 31st March, 2022 and the Statement of Profit and Loss Account for the financial year ended 31st March, 2022 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	145	50,739,938	50,739,938	82.336
e-voting at AGM	12	112	112	0.000
Total votes cast	157	50,740,050	50,740,050	82.336
Less: Invalid / Abstain votes	1	10,793	10,793	0.018
Net valid votes cast	156	50,729,257	50,729,257	82.318

(i) Voted in favour of the resolution:

Number of members voted thru e-voting system	Number of Votes cast in favour of resolution	% of total number of valid votes cast
156	50,729,257	100.00

(ii) Voted against the resolution:

Number of members voted thru e-voting system	Number of Votes cast against the resolution	% of total number of valid votes cast
0	0	0.00

(iii) Invalid / Abstain Votes:

Number of members whose votes were declared invalid /Abstain	Total number of votes cast by them
1	10,793

- b. Ordinary Resolution 2:** Appoint a director in place of Mr. Vikas P. Jain, (DIN: 00029901) 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	145	50,739,938	50,739,938	82.336
e-voting at AGM	12	112	112	0.000
Total votes cast	157	50,740,050	50,740,050	82.336
Less: Invalid / Abstain votes	0	0	0	0.00
Net valid votes cast	157	50,740,050	50,740,050	82.336

- (i) Voted in favour of the resolution:**

Number of members voted thru e-voting system	Number of Votes cast in favour of resolution	% of total number of valid votes cast
124	49,146,383	96.859

- (ii) Voted against the resolution:**

Number of members voted thru e-voting system	Number of Votes cast against the resolution	% of total number of valid votes cast
33	1,593,667	3.141

- (iii) Invalid / Abstain Votes:**

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

- c. Ordinary Resolution 3:** To appoint M/s Jain & Trivedi as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty Sixth Annual General Meeting of the Company and to fix their remuneration:

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	145	50,739,938	50,739,938	82.336
e-voting at AGM	12	112	112	0.000
Total votes cast	157	50,740,050	50,740,050	82.336
Less: Invalid / Abstain votes	0	0	0	0.00
Net valid votes cast	157	50,740,050	50,740,050	82.336

(i) Voted in favour of the resolution:

Number of members voted thru e-voting system	Number of Votes cast in favour of resolution	% of total number of valid votes cast
133	49,605,825	97.765

(ii) Voted against the resolution:

Number of members voted thru e-voting system	Number of Votes cast against the resolution	% of total number of valid votes cast
24	1,134,225	2.235

(iii) Invalid/Abstain Votes:

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

- d. Ordinary Resolution 4:** To appoint M/s N. A. Shah Associates LLP as Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty Sixth Annual General Meeting of the Company and to fix their remuneration:

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	145	50,739,938	50,739,938	82.336
e-voting at AGM	12	112	112	0.000
Total votes cast	157	50,740,050	50,740,050	82.336
Less: Invalid / Abstain votes	0	0	0	0.00
Net valid votes cast	157	50,740,050	50,740,050	82.336

- (i) Voted in favour of the resolution:**

Number of members voted thru e-voting system	Number of Votes cast in favour of resolution	% of total number of valid votes cast
157	50,740,050	100

- (ii) Voted against the resolution:**

Number of members voted thru e-voting system	Number of Votes cast against the resolution	% of total number of valid votes cast
0	0	0

- (iii) Invalid / Abstain Votes:**

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

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

9. The Register, all other papers and relevant records relating to the e-voting and ballot paper shall remain in my custody until the Chairman considers, approves and signs the minutes of the aforesaid 31st Annual General Meeting and the same shall be handed over to the Chairman / Company Secretary of the Company for safe keeping.

Restriction on Use:

10. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of LIPL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,

**For U. P. Jain & Co.
Company Secretaries**

Ummedmal P. Jain

Proprietor

FCS-3735, CP-2235

UDIN: F003735D000930232

Place: Mumbai

Date: 6th September, 2022