

**PROCEEDING OF THE ANNOUNCEMENT OF THE RESULTS OF THE
POSTAL BALLOT ON JUNE 23, 2012 AT THE REGISTERED OFFICE OF THE
COMPANY AT 460/7, KEWAL KIRAN ESTATE, I. B. PATEL ROAD,
GOREGAON (E), MUMBAI: 400 063 AT 11.30 A.M.**

PRESENT

MR. KEWALCHAND P. JAIN	:	CHAIRMAN
MR. HEMANT JAIN	:	DIRECTOR & MEMBER
MR. VIKAS JAIN	:	DIRECTOR & MEMBER
MR. ABHIJIT B. WARANGE	:	COMPANY SECRETARY
MR. ASHISH BARODIA	:	MEMBER
MR. BHASKAR SHARMA	:	MEMBER
MR. RAKESH SINGHVI	:	MEMBER
MS. PRIYA THAKUR	:	MEMBER

The Chairman stated that the company had, on May 16, 2012 dispatched to all the shareholders, a Notice dated May 10, 2012 under section 192(A) of the Companies Act, 1956, for obtaining the consent of the shareholders to the following Special Resolution by means of Postal Ballot:

RESOLUTION NO. 1:

ALTERATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION

“RESOLVED THAT pursuant to Section 17 of the Companies Act, 1956 and other applicable provisions, if any, and subject to such necessary approvals, consents and permissions of The Registrar of Companies, Maharashtra and /or such other authorities, as may be required consent of the members be and is hereby accorded for altering the Object clause of the Memorandum of Association of the Company by adding sub-clause 116 in the other objects in the following manner:

Clause IIIC of the Memorandum of Association of the Company be and is hereby altered by:

Inserting following new sub-clause 116 after sub-clause 115



116. To carry on business as manufacturers, producers, processors, makers, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockiest, agents, distributors, brokers or otherwise deal in every description of indoor and/or outdoor sports goods, branded goods, articles for general physical exercise, gymnastics, athletics, all types of sports nets, all types of racquets, clubs, shuttle cocks, hockey sticks, bats, all types of protective equipments for sports like pads, helmets, gloves, shoes etc., soft leather goods, dumb-bells and chest expanders, all types of sports balls such as cricket and hockey balls, foot balls, volley balls, basket balls and their covers, badminton rackets, bats, and all other kinds, classes and varieties of sports goods, gears and equipments.

FURTHER RESOLVED THAT Mr. Kewalchand P. Jain, Chairman and Managing Director or Mr. Abhijit Warange, Company Secretary and General Manager - Compliance be and are hereby independently authorized to file the necessary forms with the Registrar of Companies Maharashtra and /or such other authorities as is necessary and do all acts deeds matters and things to give effect to this resolution."

RESOLUTION NO. 2:

COMMENCEMENT OF NEW BUSINESS

"RESOLVED THAT pursuant to the provision of Section 149(2A) of the Companies Act, 1956 and other applicable provision if any consent of the members be and is hereby accorded for commencement of the business as detailed below in terms of sub-clause 116 of Clause IIC of the Memorandum of Association of the Company:

116. To carry on business as manufacturers, producers, processors, makers, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockiest, agents, distributors, brokers or otherwise deal in every description of indoor and/or outdoor sports goods, branded goods, articles for general physical exercise, gymnastics, athletics, all types of sports nets, all types of racquets, clubs, shuttle cocks, hockey sticks, bats, all types of protective equipments for sports like pads, helmets, gloves, shoes etc., soft leather goods, dumb-bells and chest



expanders, all types of sports balls such as cricket and hockey balls, foot balls, volley balls, basket balls and their covers, badminton rackets, bats, and all other kinds, classes and varieties of sports goods, gears and equipments.”

FURTHER RESOLVED THAT Mr. Kewalchand P. Jain, Chairman and Managing Director or Mr. Abhijit Warange, Company Secretary and General Manager – Compliance be and are hereby independently authorized to file the necessary forms with the Registrar of Companies Maharashtra and /or such other authorities as is necessary and do all acts deeds matters and things to give effect to this resolution.”

The Chairman stated that it was mentioned in the said Notice dated May 10, 2012 that the Postal Ballot form sent therewith should be returned by the shareholders duly completed so as to reach the scrutinizer on or before June 16, 2012 and that the scrutinizer will submit his report to the Chairman after completion of the scrutiny.

The Chairman thereafter stated that the scrutinizer, Mr. Jagdish Patel, had carried out the scrutiny of all the postal ballot forms received upto the close of working hours on June 16, 2012 and that Mr. Jagdish Patel had submitted his report dated June 19, 2012 and that the chairman had accepted the said Report.

The Chairman then announced the following result of the postal Ballot as per the scrutinizer's report:

Particulars	Alteration in Memorandum of Association	Commencement of new business
Number of valid postal ballot forms received	112	111
Votes in favour of the Resolution	9507781	9507776
Votes against the Resolution	80	80
Number of invalid postal ballot forms received	3	4



The chairman thereafter stated that the Special Resolution set out in the Notice dated May 10, 2012 was therefore duly approved by the requisite majority of the shareholders.

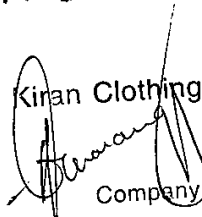
There being no other business the meeting concluded with a vote of thanks to the chair.

Date: June 23, 2012

Place: MUMBAI

CERTIFIED TRUE COPY

Kewal Kiran Clothing Limited


Company Secretary