

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

CIN NO.: L18101MH1992PLC065136

Email: grievanceredressal@kewalkiran.com

NOTICE OF 24TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting of Kewal Kiran Clothing Limited will be held on Monday, August 31, 2015 at M. C. Ghia Hall, Bhogilal Hargovindas Building, 2nd floor, 18/20, Kaikhushru Dubash Marg (Behind Prince of Wales Museum), Mumbai – 400 001 at 12.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2015 and the Statement of Profit and Loss Account for the financial year ended March 31, 2015 together with the report of the Directors and Auditors thereon.
2. To declare the final dividend and confirm the four interim dividends of ₹ 8/-, ₹ 7.5/-, ₹ 5/- and ₹ 3/- respectively per equity share for the year ended March 31, 2015.
3. To appoint a Director in place of Mr. Hemant P. Jain, (DIN No. 00029822) who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s. Jain & Trivedi, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration and in this connection to consider

and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

“Resolved that pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors), Rules 2014 including any amendment, modification, variation or re-enactment thereof and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Jain & Trivedi, Chartered Accountants (Firm registration no. - 113496W) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration to be mutually decided by the Board of Directors of the Company and the Auditors.”

5. To re-appoint M/s. N.A. Shah Associates, Chartered Accountants as the Joint Statutory Auditors of the Company and to fix their remuneration and in this connection to consider and if thought fit to pass with or without modification the

following resolution as an Ordinary Resolution.

“Resolved that pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors), Rules 2014 including any amendment, modification, variation or re-enactment thereof and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. N.A. Shah Associates, Chartered Accountants (Firm registration no. - 116560W) be and are hereby appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration to be mutually decided by the Board of Directors of the Company and the Auditors.”

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 23, 2015
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 percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting

3. There are no items of special business to be transacted at the annual general meeting so the statement pursuant to Section 102(1) of the Companies Act 2013, setting out the material facts is not annexed hereto.

4. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, August 24, 2015 to Monday, August 31, 2015 (both days inclusive).

5. The dividend on Equity Shares, if declared at the Annual General Meeting will be payable on or after September 7, 2015 to those members of the Company whose names appear:

a) As Beneficial Owners as at the end of business hours on August 23, 2015 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 August 31, 2015 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 23, 2015.

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 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. Members who have not claimed or not encashed their dividend warrants for dividend declared by the Company so far are requested to make their claims to the Company immediately. The said amounts remaining unpaid or unclaimed for seven years from the date they become due for payment are required to be transferred to Investor Education and Protection Fund pursuant to Section 205C of the Companies Act, 1956.

9. 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-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai 400 078.

10. 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-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai 400 078.

11. The Company has designated an exclusive e-mail id called **grievanceredressal@kewalkiran.com** for redressal of shareholders complaints /grievances. In case you have any queries/complaints or grievances then please write to us at **grievanceredressal@kewalkiran.com**
12. 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.
13. 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 24th Annual General Meeting and Annual Report will be available on the Company's website, www.kewalkiran.com 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 a.m. to 1.00 p.m.) on all working days except Sundays upto and including the date of the Annual General Meeting of the Company.
14. The members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
15. Electronic copy of Annual Report for the year 2014-15 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.
16. Electronic copy of the notice of the 24th Annual General Meeting of the Company interalia 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 copies of the notice of the 24th Annual General Meeting of the company interalia indicating the process and manner of e-voting with attendance slip and proxy form in the permitted mode.
17. Members may also note that the notice of the 24th Annual General Meeting and the Annual Report 2014-15 will also be available on the company's website www.kewalkiran.com for their download. The physical copies of the aforesaid documents will also be available at the company's registered office in Mumbai for inspection during normal business hours (10.00 a.m. to 1.00 p.m.) on working days. 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 sent requests to the company's investor e-mail id grievanceredressal@kewalkiran.com
18. 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.
19. Voting through Electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, 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 Annual General Meeting) to exercise their right to vote at the 24th Annual General Meeting. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot shall be made available at the venue of the 24th Annual General Meeting. 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 Annual General Meeting.

The Company has appointed Mr. Ummedmal P. Jain, Practicing Company Secretary (CP no. 2235) of M/s. U. P. Jain & Co. as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, August 28, 2015 at 9.00 a.m and ends on Sunday, August 30, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares

either in physical form or in dematerialized form, as on the cut-off date i.e Monday, August 24, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m on August 30, 2015.

- (ii) Members holding shares in physical or in demat form as on August 24, 2015 shall only be eligible for e-voting.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID

1. For CDSL: 16 digits beneficiary ID,
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.

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

(vii) 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) 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 Attendance slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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 (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same 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.
- (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 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 scrutinizer 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.
20. Details under Clause 49 of the Listing Agreement with the stock exchange in respect of Directors seeking appointment/reappointment forms an integral part of this notice as is give hereunder:
- A. Profile of Director retiring by rotation and offering for re-appointment:
1. Mr. Hemant P. Jain (DIN 00029822):
- Born on May 5, 1964, Mr. Jain decided to join the business at early age after completing school. Mr. Jain is one of the promoter's of your company and was first appointed as a Director of your company on January 30, 1992. He learnt business on the job and leads the marketing functions of the company. He has

an overall experience of 32 years. He was instrumental in launching the new brands of the company. He is also instrumental in setting up and expanding the network of the retail stores of the company under the banner of K-LOUNGE. An avid traveler and field person, he keeps a keen eye on the latest trends in international fashion.

Mr. Jain holds 7,06,915 shares which includes 16,000 shares held as a Karta of Hemant P. Jain (H.U.F) and 77,400 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 details of other directorships of Mr. Hemant P. Jain are as follows:-

NAME OF THE COMPANY	BOARD POSITION HELD
Enlighten Lifestyle Limited (formerly known as Kornerstone Retail 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
Kalpriksh Realtors and Infrastructures Private Limited	Director
Lord Gautam Charitable Foundation	Director

The details of committee memberships of Mr. Hemant P. Jain are as follows:-

Name of the Company	Name of the committee	Position Held
Kewal Kiran Clothing Limited.	Stakeholders Relationship and Shareholder/Investor Grievance Committee	Member
Kewal Kiran Clothing Limited.	Audit Committee	Member

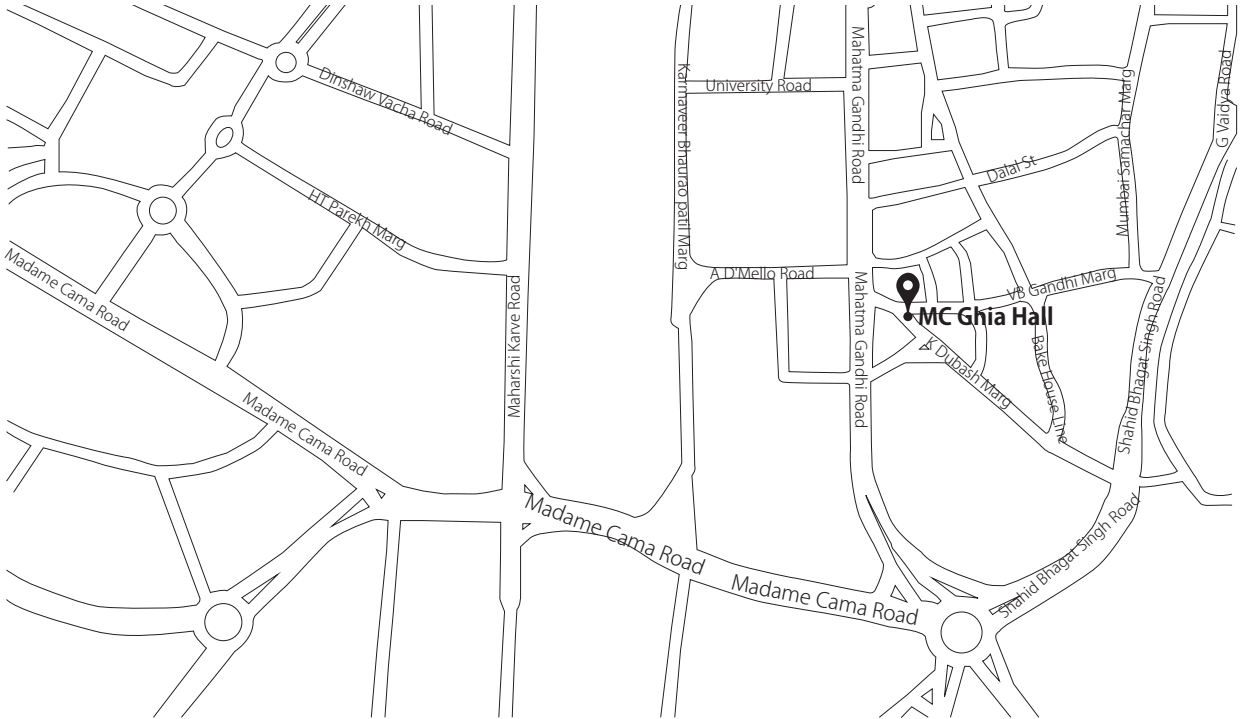
Mr. Hemant P. Jain, Director of the company was appointed as the member of the Audit Committee on May 6, 2014 and ceased to be a member of the Audit Committee w.e.f July 23, 2014.

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 23, 2015
 Place: Mumbai

Towards Churchgate Station



KEWAL KIRAN CLOTHING LIMITED

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

CIN NO.: L18101MH1992PLC065136

Tel: 91-22-26814400 Fax: 91-22-26814410/20

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

ATTENDANCE SLIP

Folio No. No. of shares held.

D.P. Id

Client Id

Email ID

Name and Address of the shareholder/proxy:

.....

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

I hereby record my presence at the 24th Annual General Meeting of the company on Monday, August 31, 2015 at M.C. Ghia Hall, Bhogilal Hargovindas Building, 2nd Floor, 18/20, Kaikhushru Dubash Marg, (Behind Prince Of Wales Museum) Mumbai: 400 001 at 12.00 P.M.

Signature of the attending member/proxy

Applicable for shareholders holding shares in electronic form.

Note:

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

Regd. Office: Kewal Kiran Estate, 460/7, I. B. Patel Road, Goregaon (East), Mumbai: 400 063
CIN NO.: L18101MH1992PLC065136
Tel: 91-22-26814400 Fax: 91-22-26814410/20
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:

Email Id:

Folio / DP ID –Client ID No.:

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

(1) Name: Email ID-

Address

..... Signature or failing him;

(2) Name: Email ID-

Address

..... Signature or failing him;

(3) Name: Email ID-

Address

..... Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Monday, August 31, 2015 at M.C. Ghia Hall, Bhogilal Hargovindas Building, 2nd Floor, 18/20, Kaikhushru Dubash Marg (Behind Prince Of Wales Museum), Mumbai: 400 001 at 12.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
ORDINARY BUSINESS	
1	Adoption of Audited Financial Statements for the Financial Year ended March 31, 2015 and reports of the Board of Directors and the Auditors thereon.
2	Declaration of final dividend and confirmation of four interim dividends of ₹ 8/-, ₹ 7.5/-, ₹ 5/- and ₹ 3/- respectively per Equity share for the Financial Year ended March 31, 2015.
3	Re-appointment of Mr. Hemant P. Jain (DIN No.00029822) who retires by rotation.
4	Re-appointment of Jain and Trivedi, Chartered Accountants, as Statutory Auditors of the company and fixing their remuneration.
5	Re-appointment of N.A. Shah Associates, as Joint Statutory Auditors of the company and fixing their remuneration.

Signed this day of 2015

Signature of share holder

Signature of proxy holder (s)

Affix
₹ 1/-
Revenue
Stamp

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 percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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. Votes may be cast for or against each resolution.