

September 2, 2015

The BSE Ltd.  
Corporate Relationship Department,  
First Floor, New Trading Ring,  
Rotunda Building,  
P. J. Towers, Dalal Street.  
Mumbai.

Dear Sir,

Sub: **Proceeding of 24<sup>th</sup> Annual General Meeting – Clause 31(d) of the Listing Agreement**Ref: **Company Code - 532732**

Apropos the captioned subject we enclose herewith the proceedings of the 24<sup>th</sup> Annual General Meeting of the company held on Monday, August 31, 2015 at 12.00 Noon at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, 18/20, Kaikhushru Dubash Marg, (Behind Prince of Wales Museum) Mumbai: 400 001.

This is for your information and records pursuant to Clause 31(d) of the Listing Agreement.

Please find the same in order and acknowledge receipt.

Thanking you.

Yours faithfully,  
For Kewal Kiran Clothing Ltd.

  
ABHIJIT WARANGE  
VICE PRESIDENT- LEGAL & COMPANY SECRETARY

Encl: a/a

**PROCEEDINGS OF THE 24<sup>th</sup> ANNUAL GENERAL MEETING OF KEWAL KIRAN CLOTHING LIMITED HELD ON MONDAY, AUGUST 31, 2015 AT M. C. GHIA HALL, BHOGILAL HARGOVINDAS BUILDING, 4<sup>TH</sup> FLOOR, 18/20, KAIKHUSHRU DUBASH MARG, (BEHIND PRINCE OF WALES MUSEUM) MUMBAI: 400 001 AT 12.00 NOON**

**DIRECTORS PRESENT:**

Mr. Kewalchand P. Jain :	Chairman and Member
Mr. Hemant P. Jain :	Director and Member
Mr. Dinesh P. Jain :	Director and Member
Mr. Vikas P. Jain :	Director and Member
Mr. Yogesh A. Thar :	Director & Chairman of the Audit Committee
Mr. Nimish G. Pandya :	Director & Chairman of Nomination and Remuneration Committee & Stakeholder and Investor Grievance Committee
Ms. Drushti R. Desai :	Director

**AUDITORS PRESENT**

Mr. Sandeep Shah :	Partner, N.A.Shah Associates
Mr. Milan Mody :	Partner, N.A.Shah Associates
Mr. Satish Trivedi :	Partner, Jain & Trivedi
Mr. Ummedmal P. Jain :	Secretarial Auditor

and 73 members in person and 1 proxy were present.

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Mr. Kewalchand P. Jain took the chair. The Chairman welcomed the members present at the meeting. After ascertaining the quorum, the Chairman called the meeting to order and thereafter introduced the Board members seated on the dais to the shareholders. The notice of the meeting was read and the Chairman informed the members that the necessary Statutory Registers as required to be kept open for inspection were available for inspection of the members. The Chairman thereafter briefed the members on the performance of the Company for the financial year ended March 31, 2015.

He further informed the members that the company had provided remote e - voting facility through Central Depository Services Limited (CDSL) to the members entitled to cast their vote (i.e persons who were members on August 24, 2015, being the cut-off date) on all the Resolutions set out in the Notice of AGM during the period from August 28, 2015 to August 30, 2015 in proportion to their shareholding. He further informed that the ballot facility was provided to those shareholders who did not vote through e- voting and attended the annual general meeting.



He further informed that Mr. Ummedmal P. Jain, Practising Company secretary, was appointed for independently carrying out the scrutinizing of remote e-voting and ballot process in a fair and transparent manner.

He further invited the participation of members of the company for discussing the Financial Statements along with Directors and Audit report thereon for the Financial year ended March 31, 2015.

The Members of the Company addressed the meeting, gave their suggestions and asked certain queries on the financial statements and operations of the Company. The Chairman responded to all the queries to the satisfaction of the Members.

Thereafter the Chairman requested the Members to cast their vote on each of the agenda items by putting a tick mark in the column of 'Assent' or Dissent', as the case may be, sign the Ballot Paper and to drop it in the Ballot Box.

He then requested Mr. U.P. Jain, Scrutinizer for an orderly conduct of voting. The scrutinizer demonstrated the empty Ballot box to the Members and locked and sealed it in the presence of the Members of the company.

He further informed that the result of voting i.e. remote e-voting result and results of the voting done at the AGM along with consolidated scrutinizer report shall be announced on September 2, 2015 at the registered office of the company and would be displayed on the website of the company. He also informed that the result would also be intimated to BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE) and would be available at the Registered Office of the company.

He further thanked all the members for their presence and support after the casting of the votes by all the members present at the 24<sup>th</sup> Annual General Meeting (AGM).

Based on the scrutinizer consolidated Report on voting, all the resolution contained in the Notice of the 24<sup>th</sup> Annual General Meeting were approved by the requisite majority of the Members and accordingly, all the resolution were declared as passed on the date of AGM i.e. August 31, 2015.

A handwritten signature in blue ink is written over a circular stamp. The stamp contains some text, but it is mostly illegible due to the signature and the quality of the scan. The signature appears to be 'U.P. Jain'.

The consolidated scrutinizer report was uploaded on the website of the company. Further the results in the format prescribed under Clause 35A of the Listing Agreement was notified to the BSE and NSE.

For Kewal Kiran Clothing Limited

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KEWALCHAND P. JAIN  
CHAIRMAN & MANAGING DIRECTOR