

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: L18101MH1992PLC065136

Email: grievanceredressal@kewalkiran.com

NOTICE OF 26TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 26th Annual General Meeting of Kewal Kiran Clothing Limited will be held on Thursday, September 7, 2017 at M.C Ghia Hall, Bhogilal Hargovindas Building, 4th floor, 18/20, Kaikhushru Dubash Marg (Behind prince of wales Museum), Mumbai-400001 at 12:00 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, 2017 including the Audited Balance Sheet as on March 31, 2017 and the Statement of Profit and Loss Account for the financial year ended March 31, 2017 together with the report of the Directors and Auditors thereon.
2. To declare the final dividend and confirm the two interim dividends of ₹ 9/- and ₹ 8.5/- respectively per equity share for the year ended March 31, 2017.
3. To appoint a Director in place of Mr. Dinesh P. Jain, (DIN 00327277) who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass with or without modification(s), 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 together with 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. Khimji Kunverji & Co., Chartered Accountants (Firm Registration No.: 105146W) be and are hereby appointed as Statutory Auditors of the Company, in place of M/s. Jain & Trivedi, Chartered Accountants (Firm registration no. - 113496W) and M/s. N.A. Shah Associates LLP, Chartered Accountants (Firm registration no. - 116560W/W100149) Joint Statutory Auditors of the Company to hold office for a term of five years from the conclusion of this Annual General Meeting

till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting till the 31st Annual General Meeting, at such remuneration as may 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 28, 2017

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 Friday, September 1, 2017 to Thursday, September 7, 2017, (both days inclusive).
5. The dividend on Equity Shares, if declared at the Annual General Meeting will be payable on or after September 14, 2017 to those members of the Company whose names appear:
 - a) As Beneficial Owners as at the end of business hours on August 31, 2017 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 7, 2017 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, 2017.
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. 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. In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Jain & Trivedi, Chartered Accountants and M/s. N.A. Shah Associates LLP, Chartered Accountants, Joint Statutory Auditors of the Company shall retire at the conclusion of the Annual General Meeting of the Company. Pursuant to the provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors has, on recommendation of the Audit Committee, recommended for the appointment of M/s. Khimji Kunverji & Co., Chartered Accountants (Firm Registration No.: 105146W) as the Statutory Auditors at the Annual General Meeting for a period of five years i.e. to hold office from the conclusion of this Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors. Consent and certificate u/s 139 of the Companies Act, 2013 have been obtained from M/s. Khimji Kunverji & Co., Chartered Accountants, to the effect that their appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules issued thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Khimji Kunverji & Co., Chartered Accountants, have confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.
10. 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 ₹ 23,109/- being the unpaid and unclaimed dividend amount pertaining to Final Dividend 2008-09 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 2009-10 and 1st Interim Dividend 2010-11 and 2nd Interim Dividend 2010-11, are advised to write to the Company immediately claiming dividends declared by the Company.

11. The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 7th September, 2016 ('IEPF Rules 2016'). Amongst other things, the Rules provides for the manner of transfer of the unpaid and unclaimed dividends to the IEPF and the manner of transfer of shares in case any dividend has not been encashed by the shareholders on such shares during the last seven years to the designated Suspense Account as prescribed by the IEPF Authority.

As per the requirement of Rule 6 of the IEPF Rules 2016, the Company had sent information to all the shareholders who had not claimed/encashed dividends in the last seven years intimating, amongst other things, the requirements of the IEPF Rules, 2016 with regard to transfer of shares and that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the IEPF Suspense Account by the due date prescribed as per the IEPF Rules, 2016 or such other extended date as may be notified. The Company also simultaneously published notice in the leading newspaper in English and regional language having wide circulation on November 25, 2016 to such shareholders and uploaded on the Website of the Company viz. www.kewalkiran.com the details of such shareholders and shares due to transfer.
12. 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.
13. 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.
14. 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
15. 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.
16. 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 26th 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 upto and including the date of the Annual General Meeting of the Company.
17. The members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
18. Electronic copy of Annual Report for the year 2016-17 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.
19. Electronic copy of the notice of the 26th 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 copy of the notice of the 26th 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.
20. 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

21. 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.
22. 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 26th 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 26th 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 Scrutinizer to scrutinize 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 Monday, September 4, 2017 at 9.00 a.m and ends on Wednesday September 6, 2017 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, Thursday, August 31, 2017, 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.
 - (iv) 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.
 - (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.
- (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)
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 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).

- (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 out print of the voting done by you 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 user can download the app from the app store and the windows phone store. 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 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.
- 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 31, 2017.
- f. The Scrutinizer shall after scrutinizing 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 and submit a consolidated Scrutinizer's Report and submit it to the Chairman or any Director authorized by the Board. The results declared alongwith the consolidated Scrutinizer'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 7, 2017.
23. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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. Dinesh P. Jain, (DIN : 00327277):

Born in 1969, Mr. Dinesh Jain joined the business in 1990. Mr. Jain heads the manufacturing operations of the Company. He specializes in Production and HR related issues. Mr. Jain is also responsible for ensuring optimum utilization of production facilities of the Company at its units at Dadar, Goregaon, Daman and Vapi. Mr. Jain is a trustee of Jatnobai Karmchandji Ratanparia Chauhan Charitable Trust.

Mr. Jain holds 7,44,831 shares which includes 16,000 shares as a Karta of Dinesh P. Jain (H.U.F)

and 99,401 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 4 meeting of the Board of Directors were held and Mr. Dinesh P. Jain has attended all the 4 Board Meetings.

The details of other directorships of Mr. Dinesh P. Jain 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

By order of the Board of Directors

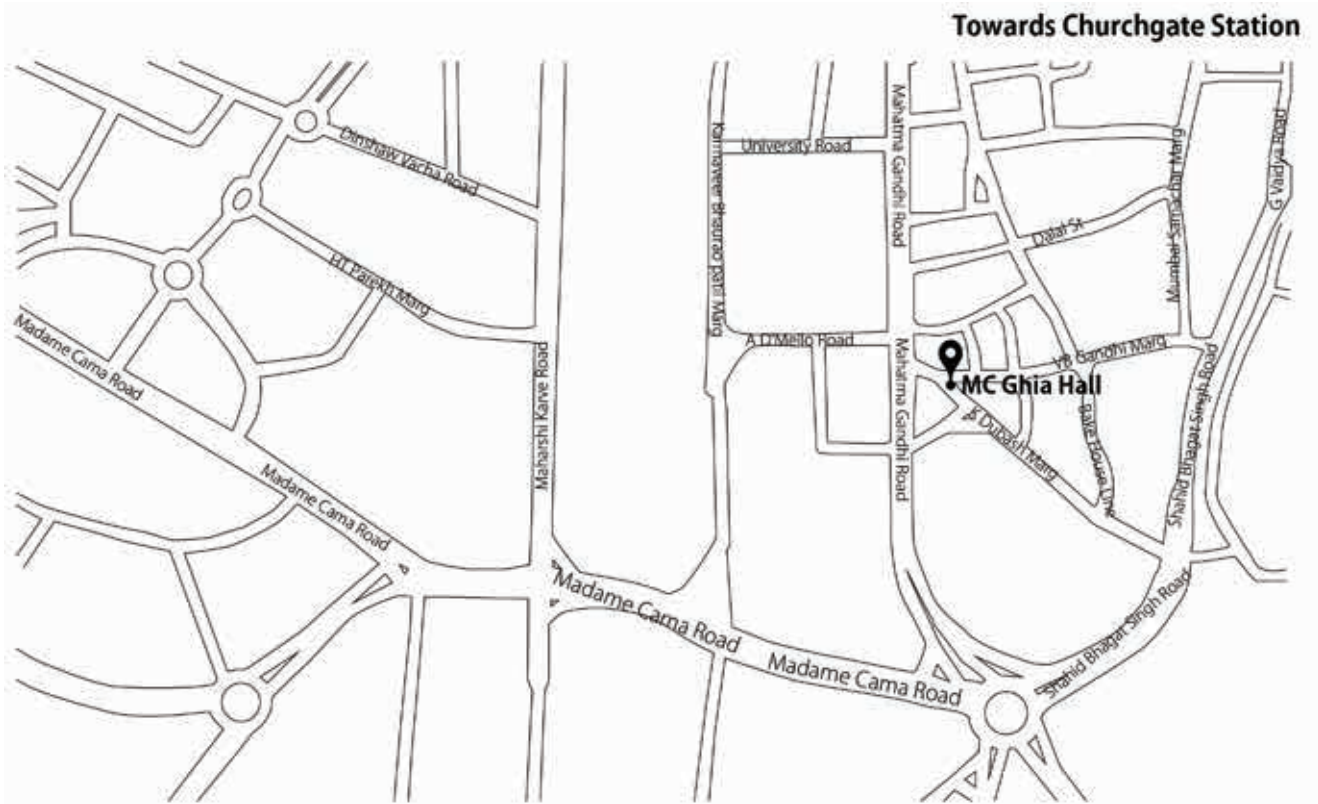
Abhijit B. Warange

Vice President – Legal & Company Secretary

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

Date: July 28, 2017
Place: Mumbai

ROUTE MAP OF AGM VENUE



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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

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 of the registered shareholder of the Company.

I hereby record my presence at the 26th Annual General Meeting of the company on Thursday, September 7, 2017 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.

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

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:

Email Id:

Folio / DP ID –Client ID :

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

(1) Name: Email ID-

Address

..... Signatureor failing him;

(2) Name: Email ID-

Address

..... Signatureor 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 26th Annual General Meeting of the Company to be held on Thursday, September 7, 2017 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
ORDINARY BUSINESS	
1	Adoption of Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2017 including the Audited Balance Sheet as on March 31, 2017 and the Statement of Profit and Loss Account for the financial year ended March 31, 2017 together with the report of the Directors and Auditors thereon
2	Declaration of final dividend and confirmation of two interim dividends of ₹ 9/- and ₹ 8.5/- respectively per equity share for the year ended March 31, 2017.
3	Re-appointment of Mr. Dinesh P. Jain (DIN 00327277)) who retires by rotation.
4	Appointment of Khimji Kunverji & Co, Chartered Accountants, as Statutory Auditors and fixing their remuneration.

Signed this day of 2017

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.