

U. P. Jain & Co.

COMPANY SECRETARIES

U. P. Jain

B.Com., LL.B., F.C.S.

Telefax : 2264 2676

E-mail : upjain@vsnl.net

upjainco@gmail.com

26, Nafees Chamber, 2nd Floor, 121-123, Mody Street, Fort, Mumbai - 400 001.

SCRUTINIZER'S CONSOLIDATED REPORT [E-VOTING & BALLOT 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, of M/s U. P. Jain & Co., Company Secretary in practice, having office at 26, Nafees Chamber, 2nd Floor, 121-123 Mody Street, Fort, Mumbai – 400001, have been appointed as a scrutinizer by the Board of Directors of **KEWAL KIRAN CLOTHING LIMITED** (the Company) in its meeting held on 28th July, 2017 for the purpose of scrutinizing the e-voting process and ballot 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 on the below mentioned resolutions, at the 26th Annual General Meeting of the members of the Company to be held on 7th September, 2017 at 12.00 noon at M. C. Ghia Hall, Bhogilal Hargovindas Building, 2nd Floor, 18/20, Kaikhushru Dubash Marg (Behind Prince of Wales Museum), Mumbai– 400 001.
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 voting through electronic means and ballot process on the resolutions contained in the Notice of the 26th AGM of the Members of the Company. As the Scrutinizer for the e-voting process and Ballot process, my role and responsibility are limited to make a Scrutinizer's consolidated Report of the votes cast "in favour" or "against" in respect of the Resolutions contained in the Notice of the 26th AGM, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorised agency to provide Remote e-voting facilities, engaged by the Company and from the Ballot process conducted at the 26th AGM.
3. Further to above, I submit my report as under;
 - (a) The remote e-voting period remained opened from 4th September, 2017 (9.00 am) to 6th September, 2017 (5.00 pm) and the voting carried out through Ballot process at 26th Annual General Meeting (AGM) held on 7th September, 2017.



- (b) The shareholders holding shares as on the 'cut off' date i.e. 31st August, 2017 were entitled to vote on the proposed resolutions as set out in the Notice of the 26th Annual General Meeting of the Company.
- (c) The Ballot paper was provided at 26th AGM on Thursday the 7th September, 2017 to those members who attended the meeting.
- (d) The Ballot papers were scrutinized and reconciled with the records maintained by the Company and its Registrar and Transfer Agents.
- (e) The Ballot papers which were not in order, because either they were submitted twice by the same member or they were submitted for the members who did not attend the meeting or same member voted through remote e-voting, have not been considered in total number of votes cast through ballot and kept separately.
- (f) The ballot papers with mismatch of the signature in the records maintained by the Company and its Registrar and Transfer Agents have been treated as invalid. However there were no ballot papers with mismatch of the signature.
- (g) The remote e-voting facility was unblocked on 7th September, 2017 around 1.57 pm in the presence of two witnesses, Mr. Naren S. Shroff and Mr. Jinesh B. Parikh, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- (h) The details containing, inter alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of the CDSL at www.evotingindia.com.
- (i) Particulars of all votes received either through electronic voting system or through ballot papers from the members have been entered in the Register separately maintained for the purpose.
- (j) 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 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:

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	57	11,774,842	11,774,842	95.536
Ballot Paper	53	336	336	0.003
Total votes cast	110	11,775,178	11,775,178	95.539
Less: Invalid votes	0	0	0	0.00
Net valid votes cast	110	11,775,178	11,775,178	95.539



(i) Voted in favour of the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
108	11,775,176	100.00*

* rounded off

(ii) Voted against the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
2	2	0.00*

* rounded off

(iii) Invalid Votes:

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

- b. Ordinary Resolution 2:** Declaration of the final dividend and confirmation of two interim dividends of Rs. 9 and Rs. 8.50 respectively per equity share for the year ended March 31, 2017:

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	57	11,774,842	11,774,842	95.536
Ballot Paper	53	336	336	0.003
Total votes cast	110	11,775,178	11,775,178	95.539
Less: Invalid votes	0	0	0	0.00
Net valid votes cast	110	11,775,178	11,775,178	95.539

(i) Voted in favour of the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
108	11,775,176	100.00*

* rounded off

(ii) Voted against the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
2	2	0.00*

* rounded off



(iii) Invalid Votes:

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

- c. **Ordinary Resolution 3** : Appoint a Director in place of Mr. Dinesh P. Jain, (DIN No. 00037277) 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	57	11,774,842	11,774,842	95.536
Ballot Paper	53	336	336	0.003
Total votes cast	110	11,775,178	11,775,178	95.539
Less: Invalid votes	0	0	0	0.00
Net valid votes cast	110	11,775,178	11,775,178	95.539

(i) Voted in favour of the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
108	11,775,176	100.00*

* rounded off

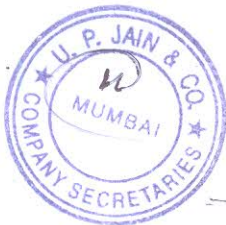
(ii) Voted against the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
2	2	0.00*

* rounded off

(iii) Invalid Votes:

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



- d. **Ordinary Resolution 4** : Appointment of Khimji Kunverji and Co., Chartered Accountants, as Statutory Auditors of the company and authorising the Board of Directors 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	57	11,774,842	11,774,842	95.536
Ballot Paper	53	336	336	0.003
Total votes cast	110	11,775,178	11,775,178	95.539
Less: Invalid votes	0	0	0	0.00
Net valid votes cast	110	11,775,178	11,775,178	95.539

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

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
108	11,775,176	100.00*

* rounded off

(ii) **Voted against the resolution:**

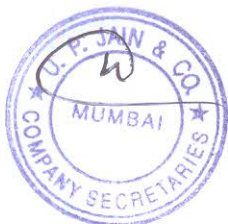
Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
2	2	0.00*

* rounded off

(iii) **Invalid Votes:**

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

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



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 26th Annual General Meeting and the same shall be handed over to the Chairman / Company Secretary of the Company for safe keeping

Thanking you,
Yours faithfully,

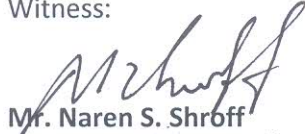
For **U. P. JAIN & CO.**
Company Secretaries



Ummedmal Jain
Practising Company Secretary
FCS: 3735 CP: 2235
Date: 8th September, 2017
Place: Mumbai

We the undersigned witness that the votes were unlocked from the e-voting website of CDSL in our presence at Mumbai on 7th September, 2017 at 1.57 p.m.

Witness:



Mr. Naren S. Shroff
26, Nafees Chamber, 2nd Floor,
121-123, Mody Street, Fort,
Mumbai – 400 001.



Mr. Jinesh B Parikh
26, Nafees Chamber, 2nd Floor,
121-123, Mody Street, Fort,
Mumbai – 400 001.