

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 28th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th Annual General Meeting of Kewal Kiran Clothing Limited will be held on Wednesday, September 18, 2019, at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th floor, 18/20, Kaikhushru Dubash Marg [Behind Prince of Wales Museum], Fort, Mumbai - 400 001 at 12 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, 2019 including the Audited Balance Sheet as on March 31, 2019 and the Statement of Profit and Loss Account for the financial year ended March 31, 2019 together with the report of the Directors and Auditors thereon.
2. To confirm the four interim dividends of ₹ 7/-, ₹ 10/-, ₹ 10/- and ₹ 5/- respectively and to declare the final dividend on the equity share for the year ended March 31, 2019.
3. To appoint a Director in place of Mr. Vikas P. Jain (DIN: 00029901) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To re-appoint Mr. Kewalchand P. Jain as Chairman and Managing Director and in this regard, to consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and other applicable provision of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof, the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of the members be and is hereby accorded to re-appoint Mr. Kewalchand P. Jain (DIN: 00029730) whose existing term of office as Managing Director expires on March 31, 2020, as the Managing Director of the company for a further period of 5(five) years w.e.f April 1, 2020 to March 31, 2025, on the terms and conditions including remuneration as set out in the Statement annexed to this Notice, with liberty to the Board of Directors [hereinafter referred to as

‘the Board’ which term shall be deemed to include any Committee of the Board] to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Kewalchand P. Jain, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof;

- I. Total monthly remuneration of ₹ 6,25,000/- (Basic ₹ 1,87,500/- & Allowance ₹ 4,37,500/-)

The Company’s contribution to provident fund as per the rules of the Company and to the extent not taxable under the income tax law shall not be included for the purpose of computation of the overall ceiling of remuneration

- II. Perquisites:

- a. Gratuity at a rate not exceeding half month’s salary for each completed year of services, payable at the end of the tenure or retirement or resignation;
- b. Encashment of leave, bonus and allowances as per the Company policy and/or rules;
- c. Medical insurance premium as per Company policy and/or rules;
- d. Use of Company car along with driver for official and personal purposes, two telephones at residence and two mobile phones;
- e. Any other allowances, perquisites, benefits and facilities as may be approved by the Board of Directors from time to time;

The valuation of perquisite shall be as per the Income Tax Rules and wherever no method of valuation is prescribed therein, the same shall be valued at the cost to the Company.

- III. Reimbursement of expenses incurred in respect of his official duties including traveling and entertainment expenses.

Responsibilities:

Mr. Jain will be responsible for the day to day management of the affairs of the Company under the supervision and control of the Board of Directors of the Company. He shall report all matters to the Board

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and shall function under the superintendence and control of the Board.

FURTHER RESOLVED THAT the remuneration payable to Mr. Jain during Mr. Jain's term of office as Managing Director together with the remuneration payable to the Whole-Time Directors of the Company viz. Mr. Hemant P. Jain, Mr. Dinesh P. Jain and Mr. Vikas P. Jain shall not in any financial year exceed 10% of the net profits of the Company for that respective financial year calculated in the manner stated in Section 197 and 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof;

FURTHER RESOLVED THAT in the event of absence or inadequacy of profits in any financial year during Mr. Jain's term of office as Managing Director the above remuneration and perquisites be paid as minimum remuneration, subject to the overall limits specified in Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time;

LASTLY RESOLVED THAT the Board and Mr. Abhijit Warange, Vice President - Legal and Company Secretary be and are hereby jointly and/or severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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 24, 2019

Place: Mumbai

NOTES:

- 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.
- 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.
- Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the general meeting is annexed hereto.
- The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 12, 2019 to Wednesday, September 18, 2019 (both days inclusive).
- The dividend on Equity Shares, if declared at the Annual General Meeting will be payable on or after September 23, 2019 to those members of the Company whose names appear:
 - As Beneficial Owners as at the end of business hours on September 11, 2019 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
 - As members on the Register of Members of the Company as at September 18, 2019 after giving effect to valid transfers in respect of transfer request lodged with the Company on or before the close of business hours on September 11, 2019.
- 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, MICR, IFS Code and the account number. It should be signed by all the holders, as per the specimen signature recorded with the Company/ Depository Participant.
- 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.
- 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. 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 during the year, accordingly, transferred to IEPF, the unpaid and unclaimed dividend amounts pertaining to 2nd Interim Dividend 2010-11 of ₹ 20,017/-, Final Dividend 2010-11 of ₹ 10,276/- and 1st Interim Dividend 2011-12 of ₹ 21,203/-. Subsequent to the end of the financial year 2018-19 till the date of this report the company transferred the 2nd Interim Dividend 2011-12 of ₹ 27,907 /- to the IEPF. Dividend declared by the Company thereafter, is still lying in the respective unpaid dividend accounts of the Company. Members, who have not encashed these dividend(s), are requested to immediately Contact the Company or the Registrar and Transfer Agent – M/s Link Intime India Pvt. Ltd.
- 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. Unclaimed Final Dividend 2011-12 is due for transfer in September 2019, 1st Interim Dividend 2012-13 is due for transfer in December 2019, 2nd Interim Dividend 2012-13 is due for transfer in March 2020 and 3rd Interim Dividend 2012-13 is due for transfer in June 2020.
10. Pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.
- All the shareholders who have not claimed/ encashed their dividends in the last seven consecutive years from 2012 are requested to claim the same from the Company. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the said rules. The Shareholders whose shares and unclaimed dividend have been transferred to IEPF may claim the same by making an application to IEPF Authority in form 5 [available on www.iepf.gov.in] along with requisite fees.
- The details of such shares and shareholders whose shares are transferred to IEPF are uploaded on the "Investor " section of the website of the Company viz. www.kewalkiran.com
11. 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 Agent's, Link Intime India Private Limited, C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083.
12. Members holding shares in physical segment are requested to notify change in their address/status, if any, immediately to the Company's Registrar & Transfer Agent's, M/s Link Intime India Private Limited, C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083.
13. 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
14. Members who would like to ask any questions on the accounts are requested to send their questions at the Registered Office of the Company at least 10 days before the Annual General Meeting to enable the Company to answer their queries satisfactorily.
15. 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 28th 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.
16. The members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
17. Electronic copy of Annual Report for the year 2018-19 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.
18. Electronic copy of the notice of the 28th Annual General Meeting of the company inter alia 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.
19. 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

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20. 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.

21. 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 28th 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 28th 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 Sunday, September 15, 2019 at 9.00 a.m and ends on Tuesday, September 17, 2019 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 Wednesday, September 11, 2019, 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 / Members

(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) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details 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. <ul style="list-style-type: none"> 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 a print of the votes cast 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 users can download the app from the App Store and the Windows Phone Store respectively. 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 linked in the login 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 Wednesday, September 11, 2019.
 - 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 a consolidated Scrutinizer’s Report and submit it to the Chairman or any Director authorized by the Board. The results declared along with 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 18, 2019.
22. Details as required in sub-regulation [3] of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.

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Profile of Director retiring by rotation and offering for re-appointment

Mr. Vikas P. Jain (DIN 00029901):

Born in 1970 Mr. Vikas P. Jain joined the business in 1992, after completing his graduation in commerce. Mr. Jain is also one of the Promoters of the company and was first appointed as a Director of the company on October 2, 1997. Mr. Jain heads the operations and distribution functions of the company. He is responsible for marketing of Lawman and Intigriti brands. He also looks after the retail business of the company. He is instrumental in launching "ADDICTION" the retail arm of the company for lifestyle accessories products. Mr. Jain travels extensively and scouts for new technologies in garment manufacturing. He is a trustee of Jatnobai Karmchandji Ratanparia Chauhan Charitable Trust.

In the performance evaluation conducted for the financial year 2018-19 the performance of Mr. Jain was evaluated to be satisfactory in the effective and efficient discharge of his role and responsibilities as a director of the company. The Board and its Committees have benefited from his relevant specialisation and expertise. Mr. Jain is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has offered himself for reappointment as a Director whose period of office is liable to determination by retirement of Director by rotation.

Mr. Jain holds 7,37,821 shares which includes 16,000 shares as a Karta of Vikas P. Jain (H.U.F) and 94,571 shares held j/w Mrs. Kesar V. Jain in the company as on the date of this notice. Mr. Vikas P. Jain, Mr. Kewalchand P. Jain, Mr. Hemant P. Jain and Mr. Dinesh P. Jain are brothers. In the financial year under review 5 meeting of the Board of Directors were held and Mr. Vikas P. Jain has attended all the 5 Board Meetings.

The details of other directorships of Mr. Vikas P. Jain are as follows:-

NAME OF THE COMPANY	BOARD POSITION HELD
Enlighten Lifestyle Limited	Director
Kewal Kiran Management Consultancy Ltd.	Director
Kewal Kiran Realtors and Infrastructures Pvt. Ltd.	Director
Kewal Kiran Media and Communication Ltd.	Director
Kewal Kiran Finance Pvt. Ltd.	Director
Lord Gautam Charitable Foundation	Director

Mr. Jain does not hold any Committee Chairmanship/ membership as on the date of the notice.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”)

ITEM NO. 4

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard SS-2, a brief profile of Mr. Kewalchand P. Jain, (DIN: 00029730) who is proposed to be re-appointed as Managing Director of the Company for 5 years w.e.f April 1, 2020 to March 31, 2025

Mr. Kewalchand P. Jain (age 57 years) is the Chairman and Managing Director of your Company. Circumstances compelled Mr. Jain to forgo his formal education and join business at an early age. Mr. Jain is also one of the Promoters of your company and was first appointed as a Director of your company on January 30, 1992. A keen student of finance and a hands-on manager Mr. Jain has an overall experience of more than 35 years. Mr. Jain spearheads the finance function and is responsible for the overall management of the Company's affairs.

In the performance evaluation conducted for the financial year 2018-19 the performance of Mr. Jain was evaluated to be satisfactory in the effective and efficient discharge of his role and responsibilities as a director of the Company. The Board and its Committees have benefited from his relevant specialisation and expertise. The Board has, based on the performance evaluation and on the recommendation of Nomination and Remuneration Committee and subject to the approval of the members in the ensuing annual general meeting, approved the re-appointment of Mr. Jain as Managing Director of your Company for a further period of five years, post completion of his present term on March 31, 2020.

Mr. Jain is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Managing Director of your Company. He satisfies all the conditions pertaining to the appointment as a Managing Director as set out in Section 196(3) and Part-I of Schedule V of the Companies Act, 2013.

Mr. Jain holds 7,06,611 shares which includes 16,000 equity shares in his capacity of Karta of Kewalchand P. Jain H.U.F and 79,361 shares held j/w Mrs. Veena K. Jain.

Mr. Kewalchand P. Jain, Mr. Hemant 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. Kewalchand P. Jain has attended 4 Board Meetings.

The major terms and conditions of Mr. Jain's re-appointment including details of proposed remuneration as recommended by the Nomination and Remuneration Committee in its meeting held on May 4, 2019 for the ensuing term of 5 years w.e.f April 1, 2020 to March 31, 2025 is as per the resolution at item no. 4 of the Notice convening this meeting read with this explanatory

statement. The last drawn remuneration by Mr. Jain was ₹ 79,89,600/- per annum (including perquisites).

The details of directorships of Mr. Kewalchand P. Jain in other Companies as on the date of this notice are as follows:

NAME OF THE COMPANY	BOARD POSITION HELD
Enlighten Lifestyle Limited	Chairman
Kewal Kiran Management Consultancy Limited	Chairman
Kewal Kiran Realtors and Infrastructures Private Limited	Chairman
Kewal Kiran Media and Communication Limited	Chairman
Kewal Kiran Finance Private Limited	Chairman
White Knitwears Private Limited	Director
Lord Gautam Charitable Foundation	Chairman
Porwal Jain Foundation	Director

Mr. Kewalchand Jain is a member of Stakeholders Relationship and Shareholder/ Investors Grievance Committee of Kewal Kiran Clothing Limited.

Pursuant to sub-regulation 6 of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if:

- the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

The aggregate annual remuneration drawn by all the Executive Directors of your Company may exceed 5 per cent of the net profits.

Your Directors have recommended the Special Resolution for approval of members.

Except Mr. Kewalchand P. Jain, Mr. Hemant P. Jain, Mr. Dinesh P. Jain and Mr. Vikas P. Jain, no other Directors/ Key Managerial Personnel of the Company are in any way concerned/interested in the said resolution.

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 24, 2019
Place: Mumbai

ROUTE MAP OF AGM VENUE

Towards Churchgate Station



KEWAL KIRAN CLOTHING LIMITED

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

Corporate Identity 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 28th Annual General Meeting of the company on Wednesday, September 18, 2019 at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, (Behind Prince Of Wales Museum), Fort, 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 Identity 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 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 28th Annual General Meeting of the Company to be held on Wednesday, September 18, 2019 at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubash Marg, (Behind Prince of Wales Museum), Fort, Mumbai: 400 001 at 12.00 Noon and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
ORDINARY BUSINESS			
1	Adoption of Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2019 including the Audited Balance Sheet as on March 31, 2019 and the Statement of Profit and Loss Account for the financial year ended March 31, 2019 together with the report of the Directors and Auditors thereon.		
2	Confirmation of four interim dividends of ₹ 7/-, ₹ 10/-, ₹ 10/- and ₹ 5/- respectively and Declaration of final dividend on the equity share for the year ended March 31, 2019.		
3	Re-appointment of Mr. Vikas P. Jain (DIN: 00029901) who retires by rotation		
SPECIAL BUSINESS			
4	Appointment of Mr. Kewalchand P. Jain (DIN 00029730) as the Managing Director of the Company for a period of 5(five) years w.e.f April 1, 2020 to March 31, 2025.		

Signed this day of 2019

Signature of share holder

Signature of proxy holder (s)

Affix
Revenue
Stamp

Notes:

1. This Proxy Form in order to be effective should be duly completed and deposited at the Company's Registered Office at least 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. It is optional to put a 'X' in the appropriate column against resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote (on poll) at the meeting in the manner as he/ she thinks appropriate.

