



KEWAL KIRAN CLOTHING LIMITED

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

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CIN : L18101MH1992PLC065136

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NOTICE OF POSTAL BALLOT

Dear Members,

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Kewal Kiran Clothing Limited (“the Company”) by means of Postal Ballot through remote e-voting only pursuant to the provisions of Sections 108 and Section 110 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any.

The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send Postal Ballot Notice only by email to all its shareholders who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“RTA”) or Depository/ Depository Participants and the communication of assent/dissent of the Members will only take place through the remote e-voting system. This Postal Ballot process is accordingly being initiated in compliance with the abovementioned MCA Circulars.

In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company have appointed Mr. Ummedmal P. Jain, Practicing Company Secretary (CP no. 2235) of M/s. U. P. Jain & Co., as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and Mr. Jain has communicated his willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has provided remote electronic voting (“remote e-voting”) facility only for this postal ballot process. The Company has engaged the services of Link Intime India Private Limited to provide remote e-voting facility to the Members of the Company. Please refer the instructions for remote e-voting given after the proposed resolutions for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence at 9.00 A.M. (IST) on November 10, 2021 and end at 5.00 P.M. (IST) on December 9, 2021 (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) on December 9, 2021.

Upon completion of remote e-voting, the Scrutinizer will submit his report to the Chairman and Managing Director or in his absence, one of the whole time functional Directors or any officer of the company as authorized by the Chairman. The Results of postal ballot will be announced not later than by 5.00 P.M. (IST) on December 10, 2021 at the Registered Office of the Company. The said result along with the Scrutinizer’s report would be displayed at the Registered Office of the Company, communicated to National Stock Exchange of India Limited and BSE Limited where the shares of the Company are presently listed. Additionally, the Results will also be uploaded on the Company’s website viz. www.kewalkiran.com and on the website of Link Intime India Private Limited (<https://instavote.linkintime.co.in>).

SPECIAL BUSINESS:

1. Increase in the Authorised Share Capital and amendment of Capital Clause of the Memorandum of Association of the Company.

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 13, Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s), modification(s), enactment(s), re-enactment(s) thereof, for the time being in force), the existing Authorised Share Capital of the Company be and is hereby increased from Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs.125,00,00,000/- (Rupees One Hundred and Twenty Five Crores only) divided into 12,50,00,000 (Twelve Crore and Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each;

FURTHER RESOLVED THAT the existing Clause V of the Memorandum of Association of the Company be altered to be read as under:

V. The Authorised Share Capital of the Company is Rs.125,00,00,000/- (Rupees One Hundred and Twenty Five Crores only) divided into 12,50,00,000 (Twelve Crore and Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each;

LASTLY RESOLVED THAT, the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things to give effect to the aforesaid resolution and are also authorized to take all such steps as may be required to be taken including all such filings, registrations, etc. as may be required in relation to the above amendment to the Memorandum of Association of the Company.”

2. Issue Bonus Shares

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014, the Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“the ICDR Regulations”) the SEBI

(Listing and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (RBI) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from the appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company (the Board, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereafter constitute for the time being for exercising the powers conferred on the Board by this resolution) consent of the members be and is hereby accorded to capitalize a sum not exceeding Rs. 49,30,01,480/- (Rupees Forty Nine Crores Thirty Lacs One Thousand Four Hundred and Eighty Only) from and out of the securities premium account and/or free reserves of the Company for the purpose of issue of Bonus Shares of Rs.10/- (Rupees Ten only) each, credited as fully paid to the holders of the Equity Shares of the Company, whose names appear in the Register of Members on the ‘Record Date’ to be determined by the Board thereof for the purpose, in the proportion of 4 (Four) new fully paid-up Equity Shares of Rs.10/- (Rupees Ten only) each for every 1 (One) existing fully paid Equity Share of Rs.10/- (Rupees Ten only) each held by them and that the Bonus Shares so distributed shall, for all the purposes, be treated as an increase in the paid-up capital of the Company held by each such Member;

FURTHER RESOLVED THAT, the Bonus Shares so allotted shall rank *pari passu* in all respects with the fully paid-up Equity Shares of the Company as existing on the ‘Record Date’;

FURTHER RESOLVED THAT, in case of fractional shares, if any, arising out of the issue and allotment of Bonus Shares, the Board be and is hereby authorized to make such suitable arrangements to deal with the fractions for the benefit of the eligible shareholders including but not limited to allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for the members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed amongst such members who are entitled to such fractions in proportion of their respective fractional entitlement;

FURTHER RESOLVED THAT, the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

FURTHER RESOLVED THAT, no letter of allotment shall be issued in respect of Bonus Shares and in case of Members, who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary account of the Members with their respective Depository Participants and in case of Members, who hold Equity Shares in certificate form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

FURTHER RESOLVED THAT, the issue and allotment of Bonus Shares to Non-Resident Members, foreign institutional investors (FIIs) and other foreign investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

FURTHER RESOLVED THAT, the Board be and is hereby authorized to take necessary steps for listing of such shares on the stock exchanges, where the securities of the Company are listed as per the provisions of the SEBI LODR Regulations and other applicable guidelines, rules and regulations;

LASTLY RESOLVED THAT, for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

For Kewal Kiran Clothing Limited

Abhijit B. Warange
Vice President – Legal & Company Secretary

Date: 28th October 2021

Place: Mumbai

NOTES:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out all material facts relating to the proposed resolutions is annexed hereto.
2. Pursuant to the provisions of the Companies Act 2013 and the rules made thereunder, General Circular Nos 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, and June 23, 2021 respectively issued by the Ministry of Corporate Affairs (MCA) (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India (“SS-2”), this Postal Ballot Notice (“Notice”) along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent (“RTA”) or Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on November 3, 2021.

For members who have not received the notice due to change / non-registration of their e-mail address with the Company / RTA / Depository Participants, they are requested to follow the below process for registration:

(i) Registration of email ID by shareholder holding shares in physical form:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt Ltd, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web browsers or alternatively may go to the website www.linkintime.co.in at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share

certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

(ii) In the case of Shares held in Dematerialised (Demat) mode:

The shareholder may please contact their Depository Participant (“DP”) and register the email address in the demat account as per the process followed and advised by the DP. Members are requested to register their e-mail ID and choose to receive Company’s communication through e-mail and support the green initiative efforts of the Company.

Members may note that this Notice will also be available on the website of the company at www.kewalkiran.com. The same can also be accessed from the websites of the stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchanges of India Limited at www.nseindia.com and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>.

3. In compliance with the requirement of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot and accordingly, the shareholders are required to communicate their assent or dissent through remote e-voting system only.
4. Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on November 3, 2021 (“Cut-off date”). A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who ceases to be a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.
5. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the

facility to cast their vote electronically through remote e-voting services provided by Link Intime India Private Limited. Instructions for remote e-voting are provided in the Notice.

6. Remote e-voting period shall commence at 9.00 A.M. (IST) on November 10, 2021 and end at 5.00 P.M. (IST) on December 9, 2021 (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. November 3, 2021 (including those Members who may not have received this Notice due to non- registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolutions as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.
7. During the remote e-voting period, Members can login at e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
8. Results of postal ballot will be announced not later than December 10, 2021 at the Registered Office of the Company by the Chairman and Managing Director or in his absence, one of the whole time functional Directors or any officer of the company as authorized by the Chairman. The results declared along with the Scrutinizer's Report would be displayed at the Registered Office of the Company, communicated to National Stock Exchange of India Limited and BSE Limited where the shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company's website viz. www.kewalkiran.com and on website of Link Intime India Private Limited (<https://instavote.linkintime.co.in>).
9. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Thursday, December 9, 2021.
10. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins at 9.00 A.M. (IST) on Wednesday, November 10, 2021 and ends at 5.00 P.M. (IST) on Thursday, December 9, 2021. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e Wednesday, November 3, 2021, may cast their vote electronically.

(ii) Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants in order to increase the efficiency of the voting process. Individual demat account holder would be able to cast their vote without having to register again with the e-voting service provider(ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

a. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-voting facility.

b. Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-voting period • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<ul style="list-style-type: none"> • Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Existing user who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.

<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. • Once login, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<p>1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in</p> <p>▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p>A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</p> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

	<ul style="list-style-type: none">▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).▶ Click “confirm” (Your password is now generated). <ol style="list-style-type: none">2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.5. E-voting page will appear.6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
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Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

c. Individual Shareholders holding securities in physical mode & evoting service provider is LINKINTIME, have forgotten the password:

➤ Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'

- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.

- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

d. Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

➤ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

➤ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

e. Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at +9122-23058738 or +9122-23058542-43.

f. Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions (‘FAQs’) and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of
Special Business set-out in the Notice of postal ballot**

ITEM NO: 1

Increase in Authorized Share Capital and amendment of Memorandum of Association

The present Authorized Share Capital of your Company is Rs. 20,00,00,000/- (Rupees Twenty crores only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs.10/- (Rupees Ten only) each whereas the Issued, Subscribed and Paid-up Capital of your Company is Rs.12,32,50,370/- (Twelve Crores Thirty Two Lakhs Fifty Thousand Three Hundred and Seventy only) divided into 1,23,25,037 (One Crore Twenty Three Lakhs Twenty Five Thousand and Thirty Seven) Equity Shares of Rs.10/- (Rupees Ten only) each. It is proposed to issue Bonus Shares to the existing shareholders of the Company in proportion 4 (Four) fully paid-up Equity Shares of Rs.10/- (Rupees Ten only) each for every 1 (One) existing fully paid Equity Share of Rs.10/- (Rupees Ten only) each held by the existing shareholder. In view of the same and to meet the future requirements of your Company, it has been felt necessary to increase the authorized share capital of your Company suitably.

In order to give effect to the above, it would be necessary to alter the Capital Clause of the Memorandum of Association of your Company. Pursuant to the provisions of Section 13 and 61(1)(a) of the Companies Act, 2013, an increase in the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of your Company respectively requires the consent of the shareholders by way of passing of an Ordinary resolution.

Copies of documents relevant to this Resolution including a copy of the amended Memorandum and Articles of Association of your Company shall be made available for inspection at the registered office of your Company during normal business hours of your Company on all working days (except Saturdays, Sundays and Holidays) up to the last date of remote e-voting.

None of the Directors and Key Managerial Personnel of your Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

The Board of Directors recommend passing of an Ordinary Resolution to approve increase in the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of your Company as set out at item No.1 of the accompanying Notice.

ITEM NO. 2

Issue of Bonus Shares

Considering, inter alia the financial parameters and the position of reserves of your Company, the Board of Directors of your Company have in their meeting held on October 28, 2021, subject to the approval of the shareholders, approved issuance of Bonus Shares to the holders of Equity Shares of the Company in the proportion of 4 (Four) new fully paid-up equity share of Rs.10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity shares of Rs.10/- (Rupees Ten only) each held by them, by capitalizing a sum not exceeding Rs. exceeding Rs. 49,30,01,480/- (Rupees Forty Nine Crores Thirty Lacs One Thousand Four Hundred and Eighty Only) from and out of the securities premium account and/or free reserves of your Company as per the audited Accounts of the Company for the financial year ended 31st March, 2021.

The fully paid-up Bonus Shares shall be distributed to the Members of the Company, whose names shall appear in its Register of Members on the Record Date to be determined by the Board of Directors of your Company (which term shall be deemed to include any Committee thereof which the Board may have constituted or hereafter constitute for the time being for exercising the powers conferred on the Board by this resolution) for the purpose of issue of Bonus Shares, in the proportion of 4 (Four) Bonus Shares of Rs.10/- each for every 1 (One) Equity Share of Rs.10/- (Rupees Ten only) each held by Members of the company on the Record Date.

The Bonus Shares so allotted shall rank *pari passu* in all respect with the fully paid-up Equity Shares of your Company as existing on the Record Date.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding in your Company.

The Board of Directors recommend passing of an Ordinary Resolution to approve issue of bonus shares as set out at item No.2 of the accompanying Notice.

For Kewal Kiran Clothing Limited

Abhijit B. Warange
Vice President – Legal & Company Secretary

Date: 28th October 2021

Place: Mumbai