

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 30TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting of Kewal Kiran Clothing Limited will be held on Wednesday, September 15, 2021 at 12 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2021 including the Audited Balance Sheet as on March 31, 2021 and the Statement of Profit and Loss Account for the financial year ended March 31, 2021 together with the report of the Directors and Auditors thereon.
- To appoint a Director in place of Mr. Hemant P. Jain (DIN: 00029822) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT in partial modification of the resolution passed by the members in its annual general meeting held on September 18, 2019 and pursuant to the provision of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof and the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 as amended and subject to the Article of Association of the Company and subject to such other approval as may be necessary consent of the members be and is hereby accorded to revise the remuneration payable to Mr. Kewalchand P. Jain (DIN 00029730), Chairman and Managing Director of the Company for the period September 1, 2021 to August 31, 2024 as detailed below which in no case shall exceed ten per cent (10%) of the net profits of the company to all the executive directors, if applicable with a liberty to the Board of Directors which term shall be deemed to include any Committee of the Board constituted to exercise its powers, (including the powers conferred by this resolution) to vary and/or revise the remuneration within the overall limits under the Act:

- Total monthly remuneration of ₹ 9,82,705/- in the scale of ₹ 9,82,705/- to ₹ 1,572,328/- per month with authority to the Board of Directors of the company to grant such increments within the said scale as it may determine from time to time;

The Company's contribution to provident fund as per the policy and/or 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.

- Perquisites:

- 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;
- Encashment of leave, bonus and allowances as per the Company policy and/or rules;
- Medical insurance premium as per Company policy and/or rules;
- Use of Company's car along with driver for official and personal purposes, two telephones at residence and two mobile phones;
- 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.

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

FURTHER RESOLVED THAT in the event of absence or inadequacy of profits in any financial

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

FURTHER RESOLVED THAT save and except the aforesaid, the resolution passed by the members of the company in the Annual General Meeting on September 18, 2019 with respect to appointment of Mr. Kewalchand Jain as Managing Director shall continue to remain in full force;

LASTLY RESOLVED THAT Mr. Vikas Jain, Whole-time Director and Mr. Abhijit Warange, Vice President – Legal and Company Secretary be and are hereby jointly and/or severally authorized to give necessary intimations to be given to all statutory authorities concerned and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

4. To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT in partial modification of the resolution passed by the members in the annual general meeting held on September 4, 2018 and pursuant to the provision of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof and the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 as amended and subject to the Article of Association of the Company and subject to such other approval as may be necessary consent of the members be and hereby accorded to designate Mr. Hemant Jain (DIN 00029822) as Joint Managing Director of the company w.e.f May 26, 2021 and revise the remuneration payable to Mr. Jain as Joint Managing Director of the Company for the period September 1, 2021 to August 31, 2024 as detailed below which in no case shall exceed ten per cent (10%) of the net profits of the company to all the executive directors, if applicable with a liberty to the Board of Directors which term shall be deemed to include any Committee of the Board constituted to exercise its powers, (including the powers conferred by this resolution) to vary and/or revise the remuneration within the overall limits under the Act:

- I. Total monthly remuneration of ₹ 9,82,705/- in the scale of ₹ 9,82,705/- to ₹ 1,572,328/- per month with authority to the Board of Directors of the company to grant such increments within the said scale as it may determine from time to time;

The Company's contribution to provident fund as per the policy and/or 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's 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 official duties including traveling and entertainment expenses.

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

FURTHER RESOLVED THAT save and except the aforesaid, the resolution passed by the members of the company in the Annual General Meeting on

September 4, 2018 with respect to appointment of Mr. Hemant Jain as Wholetime Director (Joint Managing Director w.e.f. 26th May 2021) shall continue to remain in full force;

LASTLY RESOLVED THAT Mr. Kewalchand Jain, Chairman and Managing Director and Mr. Abhijit Warange, Vice President – Legal and Company Secretary be and are hereby jointly and/or severally authorized to give necessary intimations to be given to all statutory authorities concerned and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

5. To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT in partial modification of the resolution passed by the members in the annual general meeting held on September 4, 2018 and pursuant to the provision of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof and the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 as amended and subject to the Article of Association of the Company and subject to such other approval as may be necessary consent of the members be and is hereby accorded to revise the remuneration payable to Mr. Dinesh P. Jain (DIN 00327277), Wholetime Director of the Company for the period September 1, 2021 to August 31, 2024 as detailed below which in no case shall exceed ten per cent (10%) of the net profits of the company to all the executive directors, if applicable with a liberty to the Board of Directors which term shall be deemed to include any Committee of the Board constituted to exercise its powers, (including the powers conferred by this resolution) to vary and/or revise the remuneration within the overall limits under the Act:

- I. Total monthly remuneration of ₹ 9,82,705/- in the scale of ₹ 9,82,705/- to ₹ 1,572,328/- per month with authority to the Board of Directors of the company to grant such increments within the said scale as it may determine from time to time;

The Company’s contribution to provident fund as per the policy and/or 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’s 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 official duties including traveling and entertainment expenses.

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

FURTHER RESOLVED THAT save and except the aforesaid, the resolution passed by the members of the company in the Annual General Meeting on September 4, 2018 with respect to appointment of Mr. Dinesh Jain as Wholetime Director shall continue to remain in full force;

LASTLY RESOLVED THAT Mr. Kewalchand Jain, Chairman and Managing Director and Mr. Abhijit Warange, Vice President – Legal and Company Secretary be and are hereby jointly and/or severally authorized to give necessary intimations to be given to all statutory authorities concerned and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

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6. To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT in partial modification of the resolution passed by the members in the annual general meeting held on September 4, 2018 and pursuant to the provision of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof and the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 as amended and subject to the Article of Association of the Company and subject to such other approval as may be necessary consent of the members be and is hereby accorded to revise the remuneration payable to Mr. Vikas P. Jain (DIN 00029901), Wholetime Director of the Company for the period September 1, 2021 to August 31, 2024 as detailed below which in no case shall exceed ten per cent (10%) of the net profits of the company to all the executive directors, if applicable with a liberty to the Board of Directors which term shall be deemed to include any Committee of the Board constituted to exercise its powers, (including the powers conferred by this resolution) to vary and/or revise the remuneration within the overall limits under the Act:

- I. Total monthly remuneration of ₹ 9,82,705/- in the scale of ₹ 9,82,705/- to ₹ 1,572,328/- per month with authority to the Board of Directors of the company to grant such increments within the said scale as it may determine from time to time;

The Company's contribution to provident fund as per the policy and/or 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:
- 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;
 - Encashment of leave, bonus and allowances as per the Company policy and/or rules;
 - Medical insurance premium as per Company policy and/or rules;

- Use of Company's car along with driver for official and personal purposes, two telephones at residence and two mobile phones;
- 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 official duties including traveling and entertainment expenses.

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

FURTHER RESOLVED THAT save and except the aforesaid, the resolution passed by the members of the company in the Annual General Meeting on September 4, 2018 with respect to appointment of Mr. Vikas Jain as Wholetime Director shall continue to remain in full force;

LASTLY RESOLVED THAT Mr. Kewalchand Jain, Chairman and Managing Director and Mr. Abhijit Warange, Vice President – Legal and Company Secretary be and are hereby jointly and/or severally authorized to give necessary intimations to be given to all statutory authorities concerned and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rule, 2014 and other applicable provision, if any of the Companies Act, 2013 consent of the members be and hereby accorded to revise w.e.f. September 1, 2021 the remuneration payable to Mr. Pankaj K. Jain a relative of Mr. Kewalchand P. Jain, Chairman and Managing Director of the Company and holding an office of profit in the Company as 'President – Retail'

at an annual CTC of ₹ 50,00,000/- and as per the terms and conditions mentioned herein below:

- a. Basic and DA – ₹ 251,237/- per month;
- b. Other allowances including House Rent Allowance, Conveyance Allowance, etc. not exceeding ₹ 135,282/- per month;
- c. Company's contribution to Provident Fund as per policy and/or rules of the Company;
- d. Company's contribution to Gratuity as per the policy and/or rules of the Company.

FURTHER RESOLVED THAT Mr. Jain will be responsible to assist the management in its finance and retail operations;

LASTLY RESOLVED THAT Mr. Kewalchand P. Jain, Chairman and Managing Director and Mr. Abhijit Warange, Vice – President – Legal and Company Secretary be and are hereby jointly and or severally authorized to give necessary intimations be given to all statutory authorities concerned and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rule, 2014 and other applicable provision, if any of the Companies Act, 2013 consent of the members be and hereby accorded to revise w.e.f. September 1, 2021 the remuneration payable to Mr. Hitendra H. Jain a relative of Mr. Hemant P. Jain, Joint Managing Directors of the Company and holding an office of profit in the Company as 'President – Addictions' at an annual CTC of ₹ 50,00,000/- as per the terms and conditions mentioned herein below:

- a. Basic and DA – ₹ 251,237/- per month;
- b. Other allowances including House Rent Allowance, Conveyance Allowance, etc. not exceeding ₹ 135,282/- per month;
- c. Company's contribution to Provident Fund as per policy and/or rules of the Company;
- d. Company's contribution to Gratuity as per the policy and/or rules of the Company.

FURTHER RESOLVED THAT Mr. Jain will be responsible for Business Development, lifestyle accessories division and such other functions as may be assigned to him from time to time;

LASTLY RESOLVED THAT Mr. Kewalchand P. Jain, Chairman and Managing Director and Mr. Abhijit Warange, Vice – President – Legal and Company Secretary be and are hereby jointly and or severally authorized to give necessary intimations be given to all statutory authorities concerned and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

Abhijit B. Warange
Vice President – Legal &
Company Secretary

Regd. Office:

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

Place: Mumbai
Date: July 29, 2021

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NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm and continuing restriction on movement of persons in the country and pursuant to General Circular Nos 14/2020, 17/2020, 20/2020, 33/2020, 39/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, September 28, 2020, December 31, 2020 and January 13, 2021 respectively issued by Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 30th AGM of the company is being conducted through means of VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue of 30th AGM shall be the Registered Office of the company.
2. To conserve capital your Board of Directors thought it prudent to not recommend any Final dividend for the financial year ended March 31, 2021.
3. Pursuant to the provisions of the Companies Act, 2013 a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. In terms of MCA circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 30th AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate may be appointed for the purpose of voting through remote e-voting, for participation in the 30th AGM through VC/OAVM facility and cast their votes through e-voting during 30th AGM.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/ Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to upjainco@gmail.com with copies marked to the Company at grievanceredressal@kewalkiran.com and to its RTA at instameet@linkintime.co.in.
5. The attendance of the Members participating in the 30th AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
6. Voting rights shall be reckoned on the paidup capital value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e Wednesday, September 8, 2021.
7. In view of the outbreak of the COVID-19 pandemic, considering the difficulties involved in dispatching of physical copies of the Annual Report to the members and in line with the Circulars issued by the MCA and SEBI, the Annual Report for the year 2020-21 including the Notice of the 30th AGM of the company, inter alia, indicating the process and manner of E-voting is being sent only by Email, to all the Members whose Email IDs are registered with the Company/Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the members and to all other persons so entitled. Further in terms of the applicable provisions of the Act, SEBI Listing regulations read with the circulars issued by MCA and SEBI, the Annual report along with the Notice of the 30th AGM will 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>.
8. 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 as at general meeting is annexed hereto.
9. Since the 30th AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and relodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be

issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited for assistance in this regard.

11. 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.
12. 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.
13. 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 2012-13 of ₹ 13,901/-, 3rd Interim Dividend 2012-13 of ₹ 8,469/-, Final Dividend 2012-13 of ₹ 2,800/-, 1st Interim Dividend 2013-14 of ₹ 19,327.5/- and 2nd Interim dividend 2013- 14 of ₹ 21,462/-. Subsequent to the end of the financial year 2020-21 till the date of this report the company transferred the 3rd Interim Dividend 2013-14 of ₹ 9,225/- 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/investor-new/#tabs_desc_725_11.
14. 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 2014 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 "Investors Section" of the website of the Company viz. www.kewalkiran.com
15. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat account. 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.
16. 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. Members must quote their Folio no./ Demat Account no. and contact details such as e-mail address, contact no. etc in all their correspondence with the Company/ Registrar and Share Transfer Agent.
17. Due to the current pandemic, the Registers as required under the Act and the documents referred to in the Notice shall not be available for inspection at the Registered Office. However a request for the same may be made to the company secretary at grievanceredressal@kewalkiran.com.
18. 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

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then please write to us at **grievanceredressal@kewalkiran.com**

19. Members who would like to ask any questions on the accounts are requested to send their questions at **grievanceredressal@kewalkiran.com** at least 10 days before the AGM. The same will be replied on behalf of the company suitably.
20. In terms of applicable provisions of the Act and Rules thereto, the Company has obtained e-mail addresses of its Members and have given as advance opportunity to every Member to register their email address and changes therein from time to time with the Company for service of communications/ documents (including Notice of General Meetings, Audited Financial Statements, Directors Report, Auditors Report and all other documents) through electronic mode. Although, the Company has given opportunity for registration of e-mail addresses and has already obtained e-mail address from some of its Members, those Members who have not registered their e-mail address so far are requested to register their Email for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.
21. In case of joint holders attending the 30th AGM, the Member whose name appears as the first holder in the order of names as per the Register of Member of the Company will be entitled to vote.
22. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 9, 2021 to Wednesday, September 15, 2021 (both days inclusive) for the annual closing.
23. Registration of Email ID and Bank Account Details:
 - a) In case the shareholder's e-mail ID is already registered with the Company/its Registrar & Share Transfer Agent (RTA)/Depositories, log in details for e-voting are being sent on the registered email address.
 - b) In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:
 - i. Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor services >Email/

Bank detail Registration – fill in the details and upload the required documents and submit. OR

- ii. In the case of Share held in Demat Mode:

The shareholders may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

24. Securities of listed companies would only be transferred in dematerialized form w.e.f April 1, 2019. In view of the same, Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the company's RTA for assistance in this regard.
25. 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 to cast their vote either for or against each resolution set forth in the notice of the 30th AGM using electronic voting system ('remote e-voting') and e-voting (during the 30th AGM) provided by Link Intime India Pvt. Ltd. and the business may be transacted through such voting.
 - b. The facility for e-voting through VC/OAVM shall be made available to the Members who will be present in the 30th AGM and have not cast their vote on the resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during 30th AGM.
 - c. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on Sunday, September 12, 2021 at 9.00 a.m and ends on Tuesday, September 14, 2021 at 5.00 p.m. 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, September 8, 2021, may cast their vote electronically.

Any person who acquires shares of the company and becomes member of the company after dispatch of the notice of the 30th AGM and holds shares on the cut-off date i.e. Wednesday, September 8, 2021 may obtain the login ID and password by sending a request at grievanceredressal@kewalkiran.com or rnt.helpdesk@linkintime.co.in. However, if a member is already registered with Link Intime for e-voting, then he/she can use existing user id and password/PIN for casting the vote.

- (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 only post 9th June, 2021.

- Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.
- 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	<p>➤ 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.</p> <p>➤ 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 or joining virtual meeting & voting during the meeting.</p> <p>➤ If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>➤ Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold 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 or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>➤ Existing user who have opted for Easi / Easiest, 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.</p> <p>➤ 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 INTIME, CDSL. Click on e-Voting service provider name to cast your vote.</p> <p>➤ If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>➤ 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>

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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<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 you 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 or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ➤ Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. 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. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <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 ➤ 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). 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.

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 022-23058738 or 22-23058542-43.

- 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.

26. Instructions for Shareholders/Members to attend the 30th AGM through Instameet VC/OAVM/ are as under:

1. Shareholders/ Members are entitled to attend 30th AGM through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the 30th AGM through VC/OAVM shall open 15 (Fifteen) minutes before the time scheduled for the 30th AGM and will be available on 'first come first serve' basis.
2. Shareholders / Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (Fifteen) minutes from the scheduled time of the 30th AGM. Shareholders /Members with >2% shareholding, promoters, institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, etc. may be allowed to the meeting without restrictions of 'first come first serve' basis. Members can log in and join 15(Fifteen)

minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted up to 1000 members only.

3. Shareholders/ Members will be provided with InstaMeet facility wherein shareholders/ Members shall register their details and attend the 30th AGM as under:
 - i. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>>. Select the Company and register with your following details:
 - a. DP ID/ Client ID or Beneficiary ID or Folio No: Enter your 16 digit DP ID/ Client ID or Beneficiary ID or Folio Number registered with the Company.
 - 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.)
 - c. Mobile No.: Enter your mobile number

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- d. Email ID : Enter your email-id, as recorded with your DP/ Company.
- ii. Click “Go to Meeting”. (You are now registered for instameet and your attendance is marked for the meeting)

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/Members are required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss Due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders / Members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us – Tel : 022 49186270, InstaMeet Support Desk, Link Intime India Private Limited.

27. Instructions for Shareholders / Members to register themselves as Speakers during 30th AGM:

Shareholder / Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at grievanceredressal@kewalkiran.com atleast 3 days in advance to the date of 30th AGM.

Shareholders will receive “speaking serial number” once they mark attendance for the meeting.

Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

The Company reserves the right to restrict the number of speakers depending on the availability of time for the 30th AGM.

Shareholder/ Members, who would like to ask questions, may send their questions in advance mentioning their name, demat account number/ folio number, email id, mobile number at

grievanceredressal@kewalkiran.com (company mail id). The same will be replied by the company suitably.

Note:

Those Shareholders /Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 30th AGM.

Other shareholder may ask questions to the panellist, via active chat – board during the meeting.

Shareholders/Members should allow to use camera and are required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

28. Instructions for Shareholders/Members to vote during the 30th AGM through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under: -

1. On the Shareholders VC page, click on the link for e-voting “Cast your vote”.
2. Enter Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered email id) received during registration for InstaMeet and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’.

5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to modify your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/Members who will be present in the 30th AGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/Members who have voted through Remote e-Voting prior to the 30th AGM will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting you can write an email to instameet@linkintime.co.in or call us :- Tel : 022-49186175, InstaMeet Support Desk, Link Intime Indian Private Limited.

29. 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 remote e-voting and e-voting during the 30th AGM in a fair and transparent manner.
 30. 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 8, 2021.
 31. The Scrutinizer shall after scrutinizing the votes cast during the 30th AGM 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 (www.kewalkiran.com) and on the website of Link Intime India Private Limited (<https://instavote.linkintime.co.in>). The results shall simultaneously be communicated to the Stock Exchanges where the Company's shares are listed.
 32. Subject to the receipt of the requisite number of votes, the Resolutions shall be deemed to be passed on the date of the 30th AGM i.e. Wednesday, September 15, 2021.
 33. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Director seeking appointment/re-appointment at the AGM is annexed as Annexure -1. Requisite declarations have been received from the Director for seeking appointment/ re-appointment.
34. Payment through Electronic Means.
 - i. The Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). In view of the outbreak of the COVID-19 pandemic and resultant difficulties involved in dispatching of physical dividend warrants, Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFSC Code), along with their Folio Number, to the Company or Link Intime. Members holding shares in dematerialized form are requested to provide the said details to their respective Depository Participants.
 - ii. In line with the MCA Circulars issued by the MCA, in case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFSC Code), the Company shall upon normalization of the postal services, dispatch the dividend warrant / Cheque to such shareholders by post.
 - iii. Members holding shares in dematerialized form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of Dividend. The company/Link Intime cannot act on any request received directly from the Members holding shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Shareholders.
 35. Section 72 of the Act, provides for Nomination by the Members of the Company in the prescribed form. Blank forms will be supplied by Link Intime on request. Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination.

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

Item no. 3

The Board of Directors of the company had in their meeting held on May 4, 2019, subject to the approval of members of the Company approved the tenure of appointment and remuneration payable to Mr. Kewalchand P. Jain as Chairman and Managing Director of the company. The

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members of the Company had in the Annual General Meeting held on September 18, 2019 consented to the tenure of appointment and remuneration payable to Mr. Jain as Chairman and Managing Director of the Company for a period of 5 (five) years w.e.f from April 1, 2020 to March 31, 2025.

Remuneration payable to the Managing/Wholetime Directors and other Directors is governed by Section 197 of the Companies Act 2013 read with Part II of Schedule V to the Companies Act, 2013. Section I of Part II of Schedule V provides for payment of remuneration to the Managing/Wholetime and other Directors in case of sufficient profits. Section II of Part II of Schedule V provides for payment of remuneration to the Managing/Wholetime and other Directors in case of no profits/insufficient profits.

Section 197 of the Companies Act 2013 provides that except with the approval of the company in general meeting the remuneration payable to anyone managing director or whole-time director or manager shall not exceed (5%) five per cent of the net profits of the company and if there is more than one such director remuneration shall not exceed (10%) ten per cent of the net profits to all such directors and manager taken together.

Pursuant to sub-regulation 6 of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended 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:

- (i) the annual remuneration payable to such executive director exceeds rupees 5 crores or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) 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.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Mr. Jain shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed in the resolution for a period of three years i.e., from September 1, 2021 to August 31, 2024, subject to such other approvals as may be necessary.

In appreciation of the dedicated efforts and having regards to the increased responsibilities and for further improving the performance of the Company in this competitive market the Nomination and Remuneration Committee of the Board of Directors have in their meeting held on 26th May 2021 and the Board of Directors of your company have subject to approval of the members in their meeting held on even date approved the revision in the remuneration payable to Mr. Jain and have further in accordance with the Schedule V and other applicable provisions of the Companies Act, 2013 approved such remuneration to be considered as minimum remuneration payable to Mr. Jain in the absence or inadequacy of profits in any Financial Year(s) for the period September 1, 2021 to August 31, 2024.

The statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with reference to Special Resolution at Item No. 3 is annexed hereto as Annexure 2.

Your Directors recommend 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.

Item no. 4

The Board of Directors of the company in their meeting held on April 23, 2018 and subject to the approval of the members of the Company approved the tenure of appointment and remuneration payable to Mr. Hemant P. Jain as Wholetime Director of the company. The members of the Company had in the Annual General Meeting held on September 4, 2018 consented to the tenure of appointment and remuneration payable to Mr. Jain as Wholetime Director of the Company for a period of 5 (five) years w.e.f from September 1, 2019 to August 31, 2024.

Remuneration payable to the Managing/Wholetime Directors and other Directors is governed by Section 197 of the Companies Act 2013 read with Part II of Schedule V to the Companies Act, 2013. Section I of Part II of Schedule V provides for payment of remuneration to the Managing/Wholetime and other Directors in case of sufficient profits. Section II of Part II of Schedule V provides for payment of remuneration to the Managing/Wholetime and other Directors in case of no profits/insufficient profits.

Section 197 of the Companies Act 2013 provides that except with the approval of the company in general meeting the remuneration payable to anyone managing director or whole-time director or manager shall not exceed (5%) five per cent of the net profits of the company and if there is more than one such director remuneration

shall not exceed (10%) ten per cent of the net profits to all such directors and manager taken together.

Pursuant to sub-regulation 6 of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended 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:

- (i) the annual remuneration payable to such executive director exceeds rupees 5 crores or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) 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.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Mr. Jain shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed in the resolution for a period of three years i.e., from September 1, 2021 to August 31, 2024, subject to such other approvals as may be necessary.

In appreciation of the dedicated efforts and having regards to the increased responsibilities and for further improving the performance of the Company in this competitive market the Nomination and Remuneration Committee of the Board of Directors have in their meeting held on 26th May 2021 and the Board of Directors of your company have subject to approval of the members in their meeting held on even date designated Mr. Hemant P. Jain as Joint Managing Director w.e.f. 26th May 2021 and approved the revision in the remuneration payable to Mr. Jain and have further in accordance with the Schedule V and other applicable provisions of the Companies Act, 2013 approved such remuneration to be considered as minimum remuneration payable to Mr. Jain in the absence or inadequacy of profits in any Financial Year(s) for the period September 1, 2021 to August 31, 2024.

The statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with reference to Special Resolution at Item No. 4 is annexed hereto as Annexure 2.

Your Directors recommend 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.

Item no. 5

The Board of Directors of the company had in their meeting held on April 23, 2018, subject to the approval of the members of the Company approved the tenure of appointment and remuneration payable to Mr. Dinesh P. Jain as Wholetime Director of the company. The members of the Company had in the Annual General Meeting held on September 4, 2018 consented to the tenure of appointment and remuneration payable to Mr. Jain as Wholetime Director of the Company for a period of 5 (five) years w.e.f from September 1, 2019 to August 31, 2024.

Remuneration payable to the Managing/Wholetime Directors and other Directors is governed by Section 197 of the Companies Act 2013 read with Part II of Schedule V to the Companies Act, 2013. Section I of Part II of Schedule V provides for payment of remuneration to the Managing/ Wholetime and other Directors in case of sufficient profits. Section II of Part II of Schedule V provides for payment of remuneration to the Managing/Wholetime and other Directors in case of no profits/insufficient profits.

Section 197 of the Companies Act 2013 provides that except with the approval of the company in general meeting the remuneration payable to anyone managing director or whole-time director or manager shall not exceed (5%) five per cent of the net profits of the company and if there is more than one such director remuneration shall not exceed (10%) ten per cent of the net profits to all such directors and manager taken together.

Pursuant to sub-regulation 6 of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended 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:

- (i) the annual remuneration payable to such executive director exceeds rupees 5 crores or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) 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.

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In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Mr. Jain shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed in the resolution for a period of three years i.e., from September 1, 2021 to August 31, 2024, subject to such other approvals as may be necessary.

In appreciation of the dedicated efforts and having regards to the increased responsibilities and for further improving the performance of the Company in this competitive market the Nomination and Remuneration Committee of the Board of Directors have in their meeting held on 26th May 2021 and the Board of Directors of your company have subject to approval of the members in their meeting held on even date approved the revision in the remuneration payable to Mr. Jain and have further in accordance with the Schedule V and other applicable provisions of the Companies Act, 2013 approved such remuneration to be considered as minimum remuneration payable to Mr. Jain in the absence or inadequacy of profits in any Financial Year(s) for the period September 1, 2021 to August 31, 2024.

The statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with reference to Special Resolution at Item No. 5 is annexed hereto as Annexure 2.

Your Directors recommend 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.

Item no. 6

The Board of Directors of the company had in their meeting held on April 23, 2018, subject to the approval of the members of the Company approved the tenure of appointment and remuneration payable to Mr. Vikas P. Jain as Wholetime Director of the company. The members of the Company had in the Annual General Meeting held on September 4, 2018 consented to the tenure of appointment and remuneration payable to Mr. Jain as Wholetime Director of the Company for a period of 5 (five) years w.e.f from September 1, 2019 to August 31, 2024.

Remuneration payable to the Managing/Wholetime Directors and other Directors is governed by Section 197 of the Companies Act 2013 read with Part II of Schedule V to the Companies Act, 2013. Section I of Part II of Schedule V provides for payment of remuneration to the Managing/Wholetime and other Directors in case of sufficient profits. Section II of Part II of Schedule V provides for payment of remuneration to the Managing/Wholetime and other Directors in case of no profits/insufficient profits.

Section 197 of the Companies Act 2013 provides that except with the approval of the company in general meeting the remuneration payable to any one managing director or whole-time director or manager shall not exceed (5%) five per cent of the net profits of the company and if there is more than one such director remuneration shall not exceed (10%) ten per cent of the net profits to all such directors and manager taken together.

Pursuant to sub-regulation 6 of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended 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:

- (i) the annual remuneration payable to such executive director exceeds rupees 5 crores or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) 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.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Mr. Jain, Wholetime Director shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed in the resolution for a period of three years i.e., from September 1, 2021 to August 31, 2024, subject to such other approvals as may be necessary.

In appreciation of the dedicated efforts and having regards to the increased responsibilities and for further improving the performance of the Company in this competitive market the Nomination and Remuneration Committee of the Board of Directors have in their meeting held on 26th May 2021 and the Board of Directors of your company have subject to approval of the members in their meeting held on even date approved the revision in the remuneration payable to Mr. Jain and have further in accordance with the Schedule V and other applicable provisions of the Companies Act, 2013 approved such remuneration to be considered as minimum remuneration payable to Mr. Jain in the absence or inadequacy of profits in any Financial Year(s) for the period September 1, 2021 to August 31, 2024.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference

to Special Resolution at Item No. 6 is annexed hereto as Annexure 2.

Your Directors recommend 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.

Item no. 7

Mr. Pankaj K. Jain being related to the Executive Director of your company his appointment and remuneration is governed by the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rule, 2014. Since the proposed revision in remuneration exceeds the limits of ₹ 2,50,000/- per month the sanction of the members will be required for revision in the remuneration payable to Mr. Jain.

The details of the transaction are as follows:

1. Name of related party: Mr. Pankaj Kewalchand Jain;
2. Name of the director or key managerial personnel who is related, if any: Mr. Kewalchand P. Jain, Chairman and Managing Director of the Company;
3. Nature of relationship: Mr. Pankaj K. Jain is the son of Mr. Kewalchand P. Jain, Chairman and Managing Director of the Company;
4. The nature, material terms, monetary value and particulars of the contract or arrangement: Employment with the company in the capacity of an employee;
5. Any other information relevant or important for the members to take a decision on the proposed resolution : NA

In appreciation of the dedicated efforts and having regards to the increased responsibilities and for further improving the performance of the Company in this competitive market the Nomination and Remuneration Committee of the Board of Directors have in their meeting held on 26th May 2021 and the Board of Directors of your company have subject to approval of the members in their meeting held on even date approved the revision in the remuneration payable to Mr. Jain. The Audit Committee of the Board of Directors have in their meeting held on 26th May 2021 approved the related party transaction.

Your Directors recommend the Ordinary Resolution for approval of members.

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

Item no. 8

Mr. Hitendra H. Jain being related to the Executive Director of your company his appointment and remuneration is governed by the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rule, 2014. Since the proposed revision in remuneration exceeds the limits of ₹ 2,50,000/- per month the sanction of the members will be required for revision in the remuneration payable to Mr. Jain.

The details of the transaction are as follows:

1. Name of related party: Mr. Hitendra Hemant Jain;
2. Name of the director or key managerial personnel who is related, if any: Mr. Hemant P. Jain, Joint Managing Director of the Company;
3. Nature of relationship: Mr. Hitendra H. Jain is the son of Mr. Hemant P. Jain, Joint Managing Director of the Company;
4. The nature, material terms, monetary value and particulars of the contract or arrangement: Employment with the company in the capacity of an employee;
5. Any other information relevant or important for the members to take a decision on the proposed resolution: NA

In appreciation of the dedicated efforts and having regards to the increased responsibilities and for further improving the performance of the Company in this competitive market the Nomination and Remuneration Committee of the Board of Directors have in their meeting held on 26th May 2021 and the Board of Directors of your company have subject to approval of the members in their meeting held on even date approved the revision in the remuneration payable to Mr. Jain. The Audit Committee of the Board of Directors have in their meeting held on 26th May 2021 approved the related party transaction.

Your Directors recommend the Ordinary Resolution for approval of members.

Except Mr. Hemant P. Jain, Joint Managing Director no other Directors/ Key Managerial Personnel of the Company are in any way concerned/interested in the said resolution.

Notice (Contd.)

ANNEXURE -1

Profile of Mr. Hemant P. Jain, (DIN : 00029822) being the Director retiring by rotation and offering for re-appointment:

Mr. Hemant Jain (age 57 years) is the Joint Managing Director of the Company. He joined the business at early age after completing school. Mr. Jain is one of the Promoters of your company and was first appointed as a Director of your company on January 30, 1992. He learnt business on the job and leads the marketing functions of the company. He has an overall experience of 35 years. He is instrumental in launching the new brands of the company. He is also instrumental in setting up and expanding the network of the retail stores of the company. An avid traveler and field person, he keeps a keen eye on the latest trends in international fashion. Mr. Jain leads the end to end business of Killer, Easies and Desi Belle brands and overseas the retail business of the company.

Mr. Jain holds 7,07,915 shares which includes 16,000 shares as a Karta of Hemant P. Jain (H.U.F) and 80,665 shares held j/w Mrs. Lata H. Jain in the company as on the date of this notice. 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 4 meeting of the Board of Directors were held and Mr. Hemant P. Jain has attended all the 4 Board Meetings. The last drawn remuneration by Mr. Jain was ₹ 47,50,996/- per annum (including perquisites). Other than your company Mr. Jain does not hold directorship in any other listed company.

The details of other directorships of Mr. Hemant 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
K-Lounge Lifestyle Limited	Director
Lord Gautam Charitable Foundation	Director
White Knitwears Pvt. Ltd.	Director

ANNEXURE -2**THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V TO THE COMPANIES ACT, 2013:****I. General Information**

1. Nature of Industry: Manufacturing and Retailing of garments.
2. Date or expected date of commencement of commercial production: The Company is in operation since 1992.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. (a) Standalone Financial performance based on given indicators:

Particulars	(₹ in Lakh)	
	Year Ended March 31, 2021	Year Ended March 31, 2020
Income from Operations and other Income	31977.32	54720.37
Operating Profit (before interest, depreciation and tax)	3570.78	11263.42
Profit/(Loss) before Tax*	2219.93	9558.93
Profit/(Loss) after Tax	1942.20	7304.41

4. (b) Consolidated Financial performance based on given indicators:

Particulars	(₹ in Lakh)	
	Year Ended March 31, 2021	Year Ended March 31, 2020
Income from Operations and other Income	31977.32	54720.37
Operating Profit (before interest, depreciation and tax)	3608.78	11262.02
Profit/(Loss) before Tax*	2257.92	9557.53
Profit/(Loss) after Tax	1980.19	7303.01

(Figures have been regrouped/recast wherever necessary)

5. Foreign investments or collaborators, if any: Company has no foreign collaborators and hence there is no equity participation by foreign collaborators in the Company.

II. A. Information about Mr. Kewalchand P. Jain**Background Details:**

Mr. Kewalchand Jain (age 59 years) is the Chairman and Managing Director of your Company. He joined the business at early age after completing school. Mr. Jain is one of the Promoters of your company and was first appointed as a Director of your company on January 30, 1992. He learnt business on the job. A keen student of finance and a hands-on manager, he heads the finance function and is responsible for the overall management of the Company's affairs. He has an overall experience of 37 years. He is a trustee of Jatnobai Karmchandji Ratanparia Chauhan Charitable Trust.

Past Remuneration:

Financial Years	Amount (₹ in Lakh)		
	Salary	Contribution to PF and Perquisite	Total
2018-19	74.99	4.89	79.88
2019-20	74.99	4.89	79.88
2020-21	44.84	2.65	47.50

Job profile and his suitability:

Mr. Kewalchand P. Jain as Chairman and Managing Director has been looking after the overall affairs and operations of the Company under the supervision and control of the Board of Directors. He is involved in policy planning, vision and strategy and longterm development activities of the Company. He has been instrumental in taking the Company from strength to strength to its present position. The Company has made enormous progress under the stewardship of Mr. Jain and his vision is to build a robust company, create value for all its stakeholders and establish the Company's Brands into a dominion position in the domestic and international markets.

Remuneration proposed:

As stated in resolution no. 3 of this notice

Comparative remuneration policy with respect to industry, size of the company, profile of the position and person:

The remuneration as proposed of Mr. Kewalchand P. Jain is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its business. Moreover, in his position as Chairman and Managing Director of the Company, Mr. Jain devotes his substantial time in overseeing the operations of the Company.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Besides the remuneration proposed Mr. Kewalchand P. Jain receives from the company dividend on the shares held by him and his family and rent in respect

of the premises owned by him and licensed to the company for business purpose.

Mr. Kewalchand P. Jain is the brother of Mr. Hemant P. Jain, Joint Managing Director and Mr. Dinesh P. Jain and Mr. Vikas P. Jain, Wholetime Directors of the Company. Mr. Jain belongs to the Promoter Group. Mr. Jain holds 7,06,611 equity shares in the share capital of the Company. The said shares held by Mr. Jain includes 16,000 equity shares held in his capacity as Karta of Kewalchand P. Jain H.U.F and 79,361 shares held jointly with Mrs. Veena Kewalchand Jain.

B. Information about Mr. Hemant P. Jain**Background Details:**

Mr. Hemant Jain (age 57 years) is the Joint Managing Director of your Company. He joined the business at early age after completing school. Mr. Jain is one of the Promoters of your company and was first appointed as a Director of your company on January 30, 1992. He learnt business on the job and leads the marketing functions of the company. He has an overall experience of 35 years. He is instrumental in launching the new brands of the company. He is also instrumental in setting up and expanding the network of the retail stores of the company. An avid traveler and field person, Mr. Jain keeps a keen eye on the latest trends in international fashion. Mr. Jain leads the end to end business of Killer, Easies and Desi Belle brands and overseas the retail business of your company. He is a trustee of Jatnobai Karmchandji Ratanparia Chauhan Charitable Trust.

Notice (Contd.)

Past Remuneration:

Financial Years	Amount (₹ in Lakh)		
	Salary	Contribution to PF and Perquisite	Total
2018-19	74.99	4.89	79.88
2019-20	74.99	4.89	79.88
2020-21	44.85	2.65	47.50

Job profile and his suitability:

Mr. Hemant P. Jain as Wholetime Director (Joint Managing Director w.e.f. 26th May 2021) has been overseeing the overall affairs and operations of the Company under the supervision and control of the Board of Directors. He leads the end to end business of Killer, Easies and Desi Belle brands and overseas the retail business of the company. He has been instrumental in taking the Company from strength to strength to its present position. The Company has made enormous progress under the stewardship of Mr. Jain and his vision is to build a robust company, create value for all its stakeholders and establish the Company's Brands into a dominion position in the domestic and international markets.

Remuneration proposed:

As stated in resolution no. 4 of this notice

Comparative remuneration policy with respect to industry, size of the company, profile of the position and person:

The remuneration as proposed of Mr. Hemant P. Jain is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its business. Moreover, in his position as Joint Managing Director of the Company, Mr. Jain devotes his substantial time in overseeing the operations of the Company.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Besides the remuneration proposed Mr. Hemant P. Jain receives from the company dividend on the shares held by him and his family and rent in respect of the premises owned by him and licensed to the company for business purpose.

Mr. Hemant P. Jain is the brother of Mr. Kewalchand P. Jain, Chairman and Managing Director and Mr. Dinesh P. Jain and Mr. Vikas P. Jain, Wholetime Directors of the Company. Mr. Jain belongs to the Promoter Group. Mr. Jain holds 7,07,915 equity shares in the share capital of the Company. The said shares held by Mr. Jain includes 16,000 equity shares held in his

capacity as Karta of Hemant P. Jain H.U.F and 80,665 shares held jointly with Mrs. Lata Hemant Jain

C. Information about Mr. Dinesh P. Jain**Background Details:**

Mr. Dinesh Jain (age 52 years) is the Whole-time Director of your Company. He joined the business in 1990. Mr. Jain is one of the Promoters of your company and was first appointed as a Director of your company on October 2, 1997. Mr. Jain heads the manufacturing operations of your Company. He has an overall experience of 30 years. He specializes in Production and HR related issues. Mr. Jain is responsible for ensuring optimum utilization of production facilities of your Company at its units at Dadar, Goregaon, Daman and Vapi. He is a trustee of Jatnobai Karmchandji Ratanparia Chauhan Charitable Trust.

Past Remuneration:

Financial Years	Amount (₹ in Lakh)		
	Salary	Contribution to PF and Perquisite	Total
2018-19	74.99	4.89	79.88
2019-20	74.99	4.89	79.88
2020-21	44.85	2.65	47.50

Job profile and his suitability:

Mr. Dinesh P. Jain as Wholetime Director has been overseeing the overall affairs and operations of the Company under the supervision and control of the Board of Directors. He leads manufacturing operations of the Company and is responsible for ensuring optimum utilization of production facilities of the Company at its units at Dadar, Goregaon, Daman and Vapi. He has been instrumental in taking the Company from strength to strength to its present position. The Company has made enormous progress under the stewardship of Mr. Jain and his vision is to build a robust company, create value for all its stakeholders and establish the Company's Brands into a dominion position in the domestic and international markets.

Remuneration proposed:

As stated in resolution no. 5 of this notice

Comparative remuneration policy with respect to industry, size of the company, profile of the position and person:

The remuneration as proposed of Mr. Dinesh P. Jain is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its business. Moreover, in his position as Wholetime Director of

the Company, Mr. Jain devotes his substantial time in overseeing the operations of the Company.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Besides the remuneration proposed Mr. Dinesh P. Jain receives from the company dividend on the shares held by him and his family and rent in respect of the premises owned by him and licensed to the company for business purpose.

Mr. Dinesh P. Jain is the brother of Mr. Kewalchand P. Jain, Chairman and Managing Director and Mr. Hemant P. Jain, Joint Managing Director and Mr. Vikas P. Jain, Wholetime Director of the Company. Mr. Jain belongs to the Promoter Group. Mr. Jain holds 7,45,831 equity shares in the share capital of the Company. The said shares held by Mr. Jain includes 16,000 equity shares held in his capacity as Karta of Dinesh P. Jain H.U.F and 102,581 shares held jointly with Mrs. Sangeeta Dinesh Jain

D. Information about Mr. Vikas P. Jain

Background Details:

Mr. Vikas P. Jain (age 50 years) joined the business in 1992, after completing his graduation in commerce. Mr. Jain is one of the Promoters of your company and was first appointed as a Director of the company on October 2, 1997. Mr. Jain heads the operations and distribution functions of your company and is responsible for marketing of Lawman and Integrati brands. He also looks after the retail business of the company. He has an overall experience of 27 years. Mr. Jain 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.

Past Remuneration:

Financial Years	Amount (₹ in Lakh)		
	Salary	Contribution to PF and Perquisite	Total
2018-19	74.99	4.89	79.88
2019-20	74.99	4.89	79.88
2020-21	44.85	2.65	47.50

Job profile and his suitability:

Mr. Vikas P. Jain as Wholetime Director has been overseeing the overall affairs and operations of the Company under the supervision and control of the Board of Directors. He leads operations and distribution functions of the company and leads the

end to end business of Lawman and Integrati brands. He also oversees the retail business of the company. He has been instrumental in taking the Company from strength to strength to its present position. The Company has made enormous progress under the stewardship of Mr. Jain and his vision is to build a robust company, create value for all its stakeholders and establish the Company's Brands into a dominion position in the domestic and international markets.

Remuneration proposed:

As stated in resolution no. 6 of this notice

Comparative remuneration policy with respect to industry, size of the company, profile of the position and person:

The remuneration as proposed of Mr. Vikas P. Jain is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its business. Moreover, in his position as Wholetime Director of the Company, Mr. Jain devotes his substantial time in overseeing the operations of the Company.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Besides the remuneration proposed Mr. Vikas P. Jain receives from the company, dividend on the shares held by him and his family and rent in respect of the premises owned by him and licensed to the company for business purpose.

Mr. Vikas P. Jain is the brother of Mr. Kewalchand P. Jain, Chairman and Managing Director and Mr. Hemant P. Jain, Joint Managing Director and Mr. Dinesh P. Jain, Wholetime Director of the Company. Mr. Jain belongs to the Promoter Group. Mr. Jain holds 7,37,821 equity shares in the share capital of the Company. The said shares held by Mr. Jain includes 16,000 equity shares held in his capacity as Karta of Vikas P. Jain H.U.F and 94,571 shares held jointly with Mrs. Kesar Vikas Jain.

III. Recognition and Awards

Under the stewardship Mr. Kewalchand P. Jain, Mr. Hemant P. Jain, Mr. Dinesh P. Jain and Mr. Vikas P. Jain the company has received the several awards from time to time. A few awards received by the company over the years are detailed below:

1. Company of the Year Textile and Clothing presented by Zee Business
2. Best Textile Company of the Year presented by India News

Notice (Contd.)

3. CNBC TV18- ICICI Bank Award for the best SME company in Textile/Apparel Sector
4. Golden Sales Trophy by Clothing Manufacturers Association of India (CMAI) for casual wear brand of the year (small and medium) for 'Integriti' brand
5. 'SMB Industry 2.0 Award' for achieving highest rating in the ranking of India's Top 500 manufacturing small and mid-sized Company rating
6. Silver award at 'The League of American Communications Professionals (LACP)- Vision Awards'- The World's largest annual report competition, featuring more than 5,500 entries from two-dozen countries for Annual Report for the financial year 2010-11
7. Olive Crown Awards for 'Killer' brand's advertisement organized by the International Advertising Association, which awards encourage green-based advertising by brands and companies. The company also won awards in the following categories:
 - Gold Crown in Film Category
 - Gold Crown in Out of Home
 - Gold Crown for the Green Brand of the Year
 - Advertiser of the Year
8. Grand Prix Awards for commercial on Water-saver jeans.
9. IAA Olive Crown Awards 2013 in the following categories:
 - Gold for TVC/ Cinema
 - Advertiser of the Year
 - Agency of the Year
10. Gold fest 2013 awards in the following categories:
 - Grand Prix for Integrated Advertising
 - Silver for Design/ Product Design
11. India Effie Awards 2013 in the following categories:
 - Silver Effie for the entry 'Killer' Jeans Making an Environmental Cause Fashionable to the Indian Youth' (Consumer Products- Others)

- Bronze for 'Killer' Jeans in the integrated advertising category- Turning the product into a medium (Integrated Advertising Campaign)
12. APAC Effie Awards 2014 in the following category:
 - Silver Effie for the entry 'Killer' Jeans Making an Environmental Cause Fashionable to the Indian Youth'
13. 'Silver Shield Award' for FY 2013-14 and FY 2014-15 and the 'Golden Shield Award' for FY 2015-16 and FY 2016-17 awarded by the Institute of Chartered Accountants of India for excellence in financial reporting.
14. Certificate of Merit for the best presented Annual Report for FY 2013-14 by The South Asian Federation of Accountants
15. Indian Retail Award 2016 for Store Design for the year less than 1000 sq.ft. organized by Franchisee India
16. Vapi Manufacturing Unit of the Company was awarded Gold Award in 'Fame Excellence Award 2017' and Gold Award in 'Grow Care India's Environment Award 2017'
17. Maharashtra Best Employer Awards 2018 presented to the company by World HRD Congress in 2018
18. 'Killer' brand was awarded Iconic Denim Brand of India 2019 by Mid Day Retail Icon Awards
19. Transforming India Retail Awards presented to the company by CMAI in 2019
20. Times Leading Icon's 2019 presented to the company by optimal media solutions a division of Times Internet Ltd a Times Group Company

Mr. Kewalchand P. Jain, Chairman and Managing Director of the Company has been awarded the prestigious 'Apex Brand Entrepreneur of The Year Award 2005-2006'. He has also been awarded 'Achievers Award 2006' by The Junior Chamber International Marine Lines. The Rotary Club of Mumbai North End Vocational Excellence award was presented to Kewalchand P. Jain in the year 2007

Mr. Hemant P. Jain, Joint Managing Director of the Company has been awarded Business Leader of the Year by World Leadership Congress and Awards in the year 2020. He was felicitated

Times Men of the year 2020 for his exemplary contribution in the society as an Entrepreneur in Branded Apparel and Accessories by Optimal Media Solutions a division of Times Internet Ltd a Times Group Company.

IV. Other information

1. **Reasons of loss or inadequacy of profits:**
The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Kewalchand P. Jain, Mr. Hemant P. Jain, Mr. Dinesh P. Jain and Mr. Vikas P. Jain i.e. from September 1, 2021 to August 31, 2024.
2. **Steps taken or proposed to be taken for improvement:**
The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium producer, powerful brands and deep Pan- India distribution network are also expected to enable the Company to position itself during adversities. The Company has also strategically planned to increase profits and has put in place measures to reduce cost and improve the bottom-line.
3. **Expected increase in productivity and profits in measurable terms:**
The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

V. Disclosures:

Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2020-21: The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2020-21 of the Company.

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

Place: Mumbai
Date: July 29, 2021