

# Notice

## KEWAL KIRAN CLOTHING LIMITED

CIN : L18101MH1992PLCO65136

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

Email: [grievanceredressal@kewalkiran.com](mailto:grievanceredressal@kewalkiran.com)

### NOTICE OF 31<sup>st</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31<sup>st</sup> Annual General Meeting of Kewal Kiran Clothing Limited will be held on Tuesday, September 6, 2022 at 12 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2022 including the Audited Balance Sheet as on March 31, 2022 and the Statement of Profit and Loss Account for the financial year ended March 31, 2022 together with the report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vikas P. Jain (DIN: 00029901) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s Jain & Trivedi as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty Sixth Annual General Meeting of the Company and to fix their remuneration.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Board of Directors, approval of the members of the Company be and is hereby accorded to appoint M/s Jain & Trivedi, Chartered Accountants (Reg. No. 113496W) who have offered themselves for appointment be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five (5) years from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Thirty Sixth (36<sup>th</sup>) AGM of the Company to be held in the year 2027 at a remuneration mutually agreed

upon between the Board of Directors of the Company and the Auditors"

4. To appoint M/s N. A. Shah Associates LLP as joint statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty Sixth Annual General Meeting of the Company and to fix their remuneration.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Board of Directors, approval of the members of the Company be and is hereby accorded to appoint M/s N. A. Shah Associates, LLP, Chartered Accountants (Reg. No. 116560W/W100149) who have offered themselves for appointment be and are hereby appointed as Joint Statutory Auditors of the Company to hold office for a period of five (5) years from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Thirty Sixth (36<sup>th</sup>) AGM of the Company to be held in the year 2027 at a remuneration mutually agreed upon between the Board of Directors of the Company and the Auditors"

By order of the Board of Directors

**Abhijit B. Warange**

Vice President – Legal & Company Secretary

Regd. Office:

**Kewal Kiran Estate**

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

Date: May 11, 2022

Place: Mumbai

**NOTES:**

1. Pursuant to General Circular No 2/ 2022 dated May 5, 2022 read with Circular No. 20/ 2020 dated May 5, 2020 issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 read with SEBI/HO/CFD/CMD2/CIR/P/2021/697 dated December 22, 2021 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 31<sup>st</sup> 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 31<sup>st</sup> AGM shall be the Registered Office of the company.
  2. 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 31<sup>st</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice. However the body corporates are entitled to appoint authorised representatives as members to attend the AGM through VC/OAVM and participate thereat and cast their vote through e-voting.
  3. 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](mailto:upjainco@gmail.com) with copies marked to the Company at [grievanceredressal@kewalkiran.com](mailto:grievanceredressal@kewalkiran.com) and to its RTA at [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in).
  4. The attendance of the Members participating in the 31<sup>st</sup> AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
  5. 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 Tuesday, August 30, 2022.
  6. In line with MCA circular No. 2/ 2022 dated May 5, 2022 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 the Annual Report for the year 2021-22 including the Notice of the 31<sup>st</sup> 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 31<sup>st</sup> AGM will be available on the website of the company at [www.kewalkiran.com](http://www.kewalkiran.com). The same can also be accessed from the websites of the stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchanges of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>.
  7. Since there is no special business, statement pursuant to Section 102(1) of the Companies Act 2013, is not annexed hereto.
  8. To conserve capital your Board of Directors thought it prudent to not recommend any Final dividend for the financial year ended March 31, 2022.
  9. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, August 31, 2022 to Tuesday, September 6, 2022 (both days inclusive).
- Unclaimed Dividend**
10. Under Section 124 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules, 2016'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had during the year, accordingly, transferred to IEPF, the unpaid and unclaimed dividend amounts pertaining to 3<sup>rd</sup> interim 2013-14 of ₹ 9225/-, Final Dividend 2013-14 of ₹ 4,998/-, 1<sup>st</sup> Interim Dividend 2014-15 of ₹ 22,224/- 2<sup>nd</sup> Interim Dividend 2014-15 of ₹ 15,923/-, 3<sup>rd</sup> Interim Dividend 2014-15 of ₹ 12,215/- 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](http://www.kewalkiran.com). The particulars of due dates of transfer of such unclaimed dividends to IEPF are furnished in the Directors Report forming part of Annual Report. Kindly note that no claim shall lie against the Company after the transfer of the said dividend amount to IEPF.



11. 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 2015 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](http://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](http://www.kewalkiran.com)

### General

12. 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.
13. 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.
14. 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.
15. 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.
16. The Company has designated an exclusive e-mail id called **[grievanceredressal@kewalkiran.com](mailto:grievanceredressal@kewalkiran.com)** for redressal of shareholder complaints /grievances. In case you have any queries/complaints or grievances then please write to us at **[grievanceredressal@kewalkiran.com](mailto:grievanceredressal@kewalkiran.com)**
17. Members who would like to ask any questions on the accounts are requested to send their questions at **[grievanceredressal@kewalkiran.com](mailto:grievanceredressal@kewalkiran.com)** at least 10 days before the AGM. The same will be replied on behalf of the company suitably.
18. 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, 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.
19. In case of joint holders attending the 31<sup>st</sup> 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.
20. **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](http://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.

**21. Voting through Electronic means:**

- a. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meeting (SS 2) as amended from time to time, the Company is pleased to provide its members the facility to cast their vote either for or against each resolution set forth in the notice of the 31<sup>st</sup> AGM using electronic voting system ('remote e-voting') and e-voting (during the 31<sup>st</sup> AGM) provided by Link Intime India Pvt. Ltd. and the business may be transacted through such voting.
- a. The facility for e-voting through VC/OAVM shall be made available to the Members who will be present in the 31<sup>st</sup> 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 31<sup>st</sup> AGM.
- b. The Company has appointed Mr. Ummedmal P. Jain, Practicing Company Secretary (CP no. 2235) of M/s. U. P. Jain & Co. as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- b. The instructions for shareholders voting electronically are as under:

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

- (i) The voting period begins on Saturday, September 3, 2022 at 9.00 a.m and ends on Monday, September 5, 2022 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 Tuesday, August 30, 2022., 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 31<sup>st</sup> AGM and holds shares on the cut-off date i.e. Tuesday, August 30, 2022 may obtain the login ID and password by sending a request at [grievanceredressal@kewalkiran.com](mailto:grievanceredressal@kewalkiran.com) or [rnt.helpdesk@linkintime.co.in](mailto: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.

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL viz :<a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> </ul>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• 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 LINK INTIME. Click on LINKINTIME and you will be redirected to "Instavote" website for casting your vote during the remote e-Voting period.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e LINNKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> </ul>
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> </ul>
Individual Shareholders holding securities in Physical mode / Non-Individual Shareholders holding securities in demat mode	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>❖ Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -               <ol style="list-style-type: none"> <li>A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</li> <li>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.</li> <li>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.                   <ul style="list-style-type: none"> <li>• Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</li> <li>• *Shareholders holding shares in NSDL form, shall provide 'D' above</li> </ul> </li> </ol> </li> <li>❖ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>❖ Click "confirm" (Your password is now generated).</li> </ul> </li> </ol>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>2. Click on 'Login' under 'SHARE HOLDER' tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</li> <li>4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</li> <li>5. E-voting page will appear.</li> <li>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).</li> <li>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.</li> </ol>

#### 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.

#### Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

#### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22- 23058542-43.

#### Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

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

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

#### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders 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".



## 22. Instructions for Shareholders/Members to Attend the 31<sup>st</sup> AGM through Instameet

Instructions for Shareholders/Members to attend the 31<sup>st</sup> AGM through Instameet VC/OAVM/ are as under:

1. Shareholders/ Members are entitled to attend 31<sup>st</sup> AGM through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the 31<sup>st</sup> AGM through VC/OAVM shall open 15 (Fifteen) minutes before the time scheduled for the 31<sup>st</sup> 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 31<sup>st</sup> 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 31<sup>st</sup> AGM as under:

- i. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.liniintime.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.
 

Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**

Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

Shareholders/ members holding shares in **physical form shall provide** 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
- 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](mailto:instameet@linkintime.co.in) or Call us – Tel : 022 49186270, InstaMeet Support Desk, Link Intime India Private Limited.

## 23. Instructions for Shareholders / Members to register themselves as Speakers during 31<sup>st</sup> 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](mailto:grievanceredressal@kewalkiran.com)** at least 3 days in advance to the date of 31<sup>st</sup> 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 31<sup>st</sup> 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](mailto: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 31<sup>st</sup> 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.

#### 24. **Instructions for Shareholders/Members to vote during the 31<sup>st</sup> 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 confirm your vote, click on "confirm" else to change 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 31<sup>st</sup> 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 31<sup>st</sup> 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](mailto:instameet@linkintime.co.in) or call us :- Tel : 022-

49186175, **InstaMeet Support Desk, Link Intime Indian Private Limited.**

25. 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, Tuesday August 30, 2022.
26. The Scrutinizer shall after scrutinizing the votes cast at the AGM (Poll) and through remote e-voting not later than 48 (forty-eight) hours from the conclusion of the AGM, make a consolidated Scrutinizer's Report and submit it to the Chairman or any Director authorized by the Board. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company and of CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the Company's shares are listed.
27. Subject to the receipt of the requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. Tuesday, September 6, 2022.
28. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Director seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. Requisite declarations have been received from the Director for seeking appointment/ re-appointment.
29. 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). 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 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.

30. 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.
31. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

#### Item no. 2

*Profile of Mr. Vikas P. Jain, [DIN : 00029901] being the Director retiring by rotation and offering for re-appointment:*

Mr. Vikas P. Jain (age 51 years) is the Wholetime Director of the Company. He joined the business in 1992, after completing his graduation in commerce and was first appointed as a Director of the company on October 2, 1997. Mr. Jain heads the operations and distribution functions of the company. He is responsible for marketing of Lawman and Intigrity brands. He also looks after the retail business of the company. He is instrumental in launching "ADDICTION" the retail arm of the company for lifestyle accessories products. Mr. Jain is also instrumental in driving the brand license business for various product categories. Mr. Jain travels extensively and scouts for new technologies in garment manufacturing. He has an overall experience of 28 years.

Mr. Vikas Jain is the brother of Mr. Kewalchand P. Jain, Chairman and Managing Director, Mr. Hemant Jain, Joint Managing Director and Mr. Dinesh Jain, Wholetime Director. In the financial year under review 5 meeting of the Board of Directors were held and Mr. Vikas P. Jain has attended all the 5 Board Meetings.

Mr. Jain holds 36,89,105 shares which includes 80,000 shares as a Karta of Vikas P. Jain (H.U.F) and 4,72,855 shares held j/w Kesar V. Jain in the Company.

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

NAME OF THE COMPANY	BOARD POSITION HELD
Enlighten Lifestyle Limited	Director
Kewal Kiran Management Consultancy Limited	Director
Kewal Kiran Realtors and Infrastructures Private Limited	Director
Kewal Kiran Media and Communication Limited	Director
Kewal Kiran Finance Private Limited	Director
Lord Gautam Charitable Foundation	Director
K-Lounge Lifestyle Limited	Director

#### Item no. 3 and 4

M/s Khimji Kunverji & Co. LLP, Chartered Accountants, Mumbai were appointed as the statutory auditors of the company in the Annual General Meeting held on September 7, 2017 to hold office for a period of five years i.e. to hold office from the conclusion of said Annual General Meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company to be held in the year 2022. Pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Act and the rules made thereunder, approval of the members of the Company is hereby sought to appoint M/s. Jain and Trivedi, Chartered Accountants, (Reg. No. 113496W) as the Statutory Auditors of the Company and M/s. N. A. Shah Associates LLP, Chartered Accountants (Reg. No. 116560W/W100149) as the Joint Statutory Auditors of the Company to hold office for a period of five (5) years from the conclusion of this Annual General Meeting till the conclusion of the Thirty Sixth (36<sup>th</sup>) Annual General Meeting of the Company to be held in the year 2027. M/s. Jain and Trivedi and M/s. N.A. Shah Associates LLP have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of Section 139 and Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company at their meeting held on 11<sup>th</sup> May 2022, on the recommendation of the Audit Committee, have recommended the appointment of M/s. Jain and Trivedi as the Statutory Auditors of the Company and M/s. N. A. Shah Associates LLP as the Joint Statutory Auditors of the Company to hold office for a period of five (5) years from the conclusion of this Annual General Meeting till the conclusion of the Thirty Sixth (36<sup>th</sup>) Annual General Meeting of the Company to be held in the year 2027, at an annual remuneration of Rs. 15,00,000/- and Rs. 25,00,000/- respectively for the year ending 31<sup>st</sup> March 2023, plus out of pocket expenses and applicable taxes. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Auditors. There is an increase by an amount of Rs. 13,00,000/- in the aggregate remuneration proposed to be paid to M/s. Jain and Trivedi and M/s. N.A. Shah Associates LLP for the statutory audit to be conducted for the year ended 31<sup>st</sup> March 2023 over the remuneration paid to M/s. Khimji Kunverji & Co. LLP, the retiring Statutory Auditors, for the statutory audit conducted for the year ended 31<sup>st</sup> March 2022.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s. Jain and Trivedi and M/s. N.A. Shah Associates LLP have respectively been recommended to be appointed as the Statutory Auditors and the Joint Statutory Auditors of the Company.

M/s. Jain and Trivedi and M/s. N.A. Shah Associates LLP, are firms of Chartered Accountants registered with the Institute of Chartered Accountants of India. M/s. Jain and Trivedi is primarily engaged in providing audit and taxation services to its clients. M/s. N.A. Shah Associates LLP is primarily engaged in providing audit, taxation and consultancy services to its clients.

Pursuant to Section 139 of the Companies Act, 2013 and the rules framed thereunder, the Company has received written consent respectively from M/s. Jain and Trivedi and M/s. N.A. Shah Associates LLP, and certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Jain and Trivedi and M/s. N.A. Shah Associates LLP, have respectively confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 and 4 of the Notice of the 31<sup>st</sup> AGM. Accordingly, the Board of Directors recommends aforesaid appointments to the members for their approval by way of an Ordinary Resolution as set out at Item No. 3 and 4 of the Notice of the 31<sup>st</sup> AGM.

For Kewal Kiran Clothing Limited

**Abhijit B. Warange**

Vice President – Legal & Company Secretary

Date: May 11, 2022

Place: Mumbai

