

PROCEEDINGS OF THE 26th ANNUAL GENERAL MEETING OF KEWAL KIRAN CLOTHING LIMITED HELD ON THURSDAY, SEPTEMBER 7, 2017 AT M. C. GHIA HALL, BHOGILAL HARGOVINDAS BUILDING, 4TH FLOOR, 18/20, KAIKHUSHRU DUBASH MARG, (BEHIND PRINCE OF WALES MUSEUM) MUMBAI: 400 001 AT 12.05 P.M

DIRECTORS PRESENT:

Mr. Kewalchand P. Jain	:	Chairman and Member
Mr. Hemant P. Jain	:	Director and Member
Mr. Dinesh P. Jain	:	Director and Member
Mr. Vikas P. Jain	:	Director and Member
Mr. Yogesh A. Thar	:	Director & Chairman of the Audit Committee
Ms. Drushti R. Desai	:	Director

AUDITORS PRESENT

Mr. Milan Mody	:	Partner, N.A.Shah Associates LLP
Mr. Satish Trivedi	:	Partner, Jain & Trivedi
Mr. Hasmukh Dedhia	:	Partner, Khimji Kunverji & Co
Mr. Ummedmal P. Jain	:	Secretarial Auditor

IN ATTENDANCE

Mr. Abhijit Warange	:	Company Secretary
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and 106 members were present in person.

Mr. Kewalchand P. Jain took the chair. The Chairman welcomed the members present at the meeting. He further informed that no proxies were received for the equity shares. After ascertaining the quorum, the Chairman called the meeting to order and thereafter introduced the Board members seated on the dais to the shareholders. He further informed that Mr. Nimish Pandya, Chairman of the Nomination and Remuneration Committee as well as the Chairman of the Stakeholders and Investor Grievance Committee had to unexpectedly travel out of the Country and he has authorised Mr. Thar and myself to represent and reply the shareholders queries on the Nomination and Remuneration Committee and Stakeholders and Investor Grievance Committee Respectively. The notice of the meeting was read and the Chairman informed the members that the necessary Statutory Registers as required to be kept open for inspection were available for inspection of the members. The Chairman thereafter briefed the members on the performance of the Company for the financial year ended March 31, 2017.



He further informed that the company had provided remote e - voting facility through Central Depository Services Limited (CDSL) to the members entitled to cast their vote (i.e persons who were members on Thursday, August 31, 2017, being the cut-off date) on all the Resolutions set out in the Notice of AGM during the period from September 4, 2017 at 9.00 a.m to September 6, 2017 at 5.00 p.m in proportion to their shareholding. He further informed that there will be no voting by show of hands and the ballot facility was provided to those shareholders who did not voted through e- voting and attended the annual general meeting.

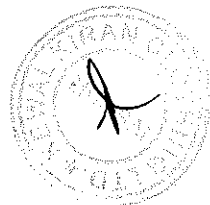
He further informed that Mr. Ummedmal P. Jain, Practising Company secretary, was appointed for independently carrying out the scrutinizing of remote e-voting and ballot process in a fair and transparent manner.

He further invited the participation of members of the company for discussing the Financial Statements along with Directors and Audit report thereon for the financial year ended March 31, 2017.

The Members of the Company addressed the meeting, gave their suggestions and asked certain queries on the financial statements and operations of the Company. The Chairman responded to all the queries to the satisfaction of the Members.

Thereafter the Chairman requested the Members to cast their vote on each of the agenda items by putting a mark in the column of 'Assent' or Dissent', as the case may be, sign the Ballot Paper and to drop it in the Ballot Box.

He requested Mr. U.P. Jain, Scrutinizer for an orderly conduct of ballot voting. The scrutinizer demonstrated the empty Ballot box to the Members and locked and sealed it in the presence of the Members of the company.



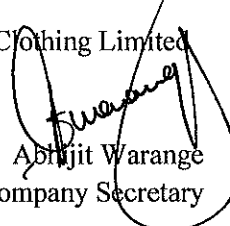
The following items of business, as per notice of the AGM were transacted-

1. Adoption of the Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2017 including the Audited Balance Sheet as on March 31, 2017 and the Statement of Profit and Loss Account for the financial year ended March 31, 2017 together with the report of the Directors and Auditors thereon.
2. Declaration of the final dividend and confirmation of the two interim dividends of Rs. 9/- and Rs. 8.5/- respectively per equity share for the year ended March 31, 2017.
3. Appointment of a Director in place of Mr. Dinesh P. Jain, (DIN No. 00327277) who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment M/s. Khimji Kunverji & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.

The Chairman further informed that the result of voting i.e. remote e-voting result and results of the voting done at the AGM along with consolidated scrutinizer report would be displayed on the website of the company and on the website of CDSL. He also informed that the result would also be intimated to BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE) within 48 hours of the AGM and would be available at the Registered Office of the company.

He further thanked all the members for their presence and support after the casting of the votes by all the members present at the 26th Annual General Meeting (AGM).

For Kewal Kiran Clothing Limited



Abhijit Warange

Vice President – Legal & Company Secretary