

September 2, 2015

National Stock Exchange of India Limited
Listing Department
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai-400051

Dear Sir,

Sub: **Details of voting results at 24th Annual General Meeting - Clause 35A of the Listing Agreement**

Ref: **Company Code - 532732**

Apropos the captioned subject the details of the voting results at Annual General Meeting(AGM) are as follows:-

- a) **Date of AGM – August 31, 2015**
- b) **Total number of shareholder on record date – 3932 shareholders**
- c) **No. of Shareholders attended the meeting either in person or through proxy:**
Promoter and Promoter Group – 4 promoters in person
Public – 73 shareholders in person and 1 Proxy
- d) **No. of Shareholders attended the meeting through Video Conferencing – Not arranged**

e. Details of the Agenda :- The below mentioned resolutions were passed by ordinary resolution

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:1 Adoption of Audited Financial Statements for the Financial Year ended March 31, 2015 and reports of the Board of Directors and the Auditors thereon.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	9146473	9146473	100.0000	9146473	0	100.0000	0.0000
Public Institutional	2549599	1645269	64.5305	1645269	0	100.0000	0.0000
Public-Others	628965	29083	4.6239	29083	0	100.0000	0.0000
Total(A)	12325037	10820825	87.7955	10820825	0	100.0000	0.0000
Mode of Voting: (Poll)							
Promoter and Promoter Group	9146473	0	0.0000	0	0	0.0000	0.0000
Public Institutional	2549599	0	0.0000	0	0	0.0000	0.0000
Public-Others	628965	876	0.1393	876	0	100.0000	0.0000
Total(B)	12325037	876	0.0071	876	0	100.0000	0.0000
Result (A+B)	12325037	10821701	87.8026	10821701	0	100.0000	0.0000
Resolution No:2 Declaration of final dividend and confirmation of four Interim dividends of ` 8/-, ` 7.5/-, ` 5/- and ` 3/- respectively per Equity share for the Financial Year ended March 31, 2015.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	9146473	9146473	100.0000	9146473	0	100.0000	0.0000
Public Institutional	2549599	1950557	76.5045	1950557	0	100.0000	0.0000
Public-Others	628965	29083	4.6239	29083	0	100.0000	0.0000
Total(A)	12325037	11126113	90.2725	11126113	0	100.0000	0.0000
Mode of Voting: (Poll)							
Promoter and Promoter Group	9146473	0	0.0000	0	0	0.0000	0.0000
Public Institutional	2549599	0	0.0000	0	0	0.0000	0.0000
Public-Others	628965	876	0.1393	876	0	100.0000	0.0000
Total(B)	12325037	876	0.0071	876	0	100.0000	0.0000
Result (A+B)	12325037	11126989	90.2796	11126989	0	100.0000	0.0000
Resolution No:3 Re-appointment of Mr. Hemant P. Jain (DIN No.00029822) who retires by rotation.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	9146473	9146473	100.0000	9146473	0	100.0000	0.0000
Public Institutional	2549599	1950557	76.5045	1950557	0	100.0000	0.0000
Public-Others	628965	29083	4.6239	17321	11762	59.5571	40.4429
Total(A)	12325037	11126113	90.2725	11114351	11762	99.8943	0.1057
Mode of Voting: (Poll)							
Promoter and Promoter Group	9146473	0	0.0000	0	0	0.0000	0.0000
Public Institutional	2549599	0	0.0000	0	0	0.0000	0.0000
Public-Others	628965	876	0.1393	876	0	100.0000	0.0000
Total(B)	12325037	876	0.0071	876	0	100.0000	0.0000
Result (A+B)	12325037	11126989	90.2796	11115227	11762	99.8943	0.1057

Resolution No:4 Re-appointment of Jain and Trivedi, Chartered Accountants, as Statutory Auditors of the company and fixing their remuneration.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	9146473	9146473	100.0000	9146473	0	100.0000	0.0000
Public Institutional	2549599	1645269	64.5305	1435666	209603	87.2603	12.7397
Public-Others	628965	29083	4.6239	17321	11762	59.5571	40.4429
Total(A)	12325037	10820825	87.7955	10599460	221365	97.9543	2.0457
Mode of Voting: (Poll)							
Promoter and Promoter Group	9146473	0	0.0000	0	0	0.0000	0.0000
Public Institutional	2549599	0	0.0000	0	0	0.0000	0.0000
Public-Others	628965	876	0.1393	876	0	100.0000	0.0000
Total(B)	12325037	876	0.0071	876	0	100.0000	0.0000
Result (A+B)	12325037	10821701	87.8026	10600336	221365	97.9544	2.0456
Resolution No:5 Re-appointment of N.A. Shah Associates, Chartered Accountants as Joint Statutory Auditors of the company and fixing their remuneration.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	9146473	9146473	100.0000	9146473	0	100.0000	0.0000
Public Institutional	2549599	1645269	64.5305	1435666	209603	87.2603	12.7397
Public-Others	628965	29083	4.6239	17321	11762	59.5571	40.4429
Total(A)	12325037	10820825	87.7955	10599460	221365	97.9543	2.0457
Mode of Voting: (Poll)							
Promoter and Promoter Group	9146473	0	0.0000	0	0	0.0000	0.0000
Public Institutional	2549599	0	0.0000	0	0	0.0000	0.0000
Public-Others	628965	876	0.1393	876	0	100.0000	0.0000
Total(B)	12325037	876	0.0071	876	0	100.0000	0.0000
Result (A+B)	12325037	10821701	87.8026	10600336	221365	97.9544	2.0456

This is for your information and records pursuant to Clause 35A of the Listing Agreement.

Please find the same in order and acknowledge Receipt

Thanking You
Yours faithfully

For Kewal Kiran Clothing Limited

Abhijit Wadga
Vice President - Legal & Company Secretary

U. P. Jain & Co.

COMPANY SECRETARIES

CS Ummedmal P. Jain
B.Com., LL.B., F.C.S.

Telefax : 2264 2676
E-mail : upjain@vsnl.net
upjainco@gmail.com

26, Nafees Chamber, 2nd Floor, 121-123, Mody Street, Fort, Mumbai - 400 001.

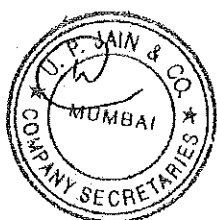
SCRUTINIZER'S CONSOLIDATED REPORT [E-VOTING & BALLOT PROCESS]

*[Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies
(Management and Administration) Rules, 2014]*

To,
The Chairman,
KEWAL KIRAN CLOTHING LIMITED
Kewal Kiran Estate,
460/7, I. B. Patel Road,
Near Western Express Highway,
Goregoan (east)
Mumbai- 400063

Dear Sir,

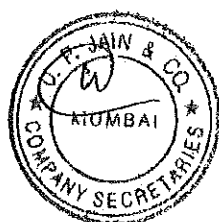
1. I, Ummedmal Jain, of M/s U. P. Jain & Co., Company Secretary in practice, having office at 26, Nafees Chamber, 2nd Floor, 121-123 Mody Street, Fort, Mumbai – 400001, have been appointed as a scrutinizer by the Board of Directors of KEWAL KIRAN CLOTHING LIMITED (the Company) in its meeting held on 23rd July, 2015 for the purpose of scrutinizing the e-voting process and ballot process in a fair and transparent manner as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time on the below mentioned resolutions, at the 24th Annual General Meeting of the members of the Company to be held on 31st August, 2015 at 12.00 noon at M. C. Ghia Hall, Bhogilal Hargovindas Building, 2nd floor, 18/20, Kaikhushru Dubash Marg (Behind Prince of Wales Museum), Mumbai – 400 001.
2. It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made there under and also the requirements thereof relating to voting through electronic means and ballot process on the resolutions contained in the Notice of the 24th AGM of the Members of the Company. As the Scrutinizer for the e-voting process and Ballot process, my role and responsibility are limited to make a Scrutinizer's consolidated Report of the votes cast "in favour" or "against" in respect of the Resolutions contained in the Notice of the 24th AGM, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorised agency to provide Remote e-voting facilities, engaged by the Company and from the Ballot process conducted at the 24th AGM.
3. Further to above, I submit my report as under;
 - (a) The remote e-voting period remained opened from 28th August, 2015 (9.00 am) to 30th August, 2015 (5.00 pm) and the voting carried out through Ballot process at 24th Annual General Meeting (AGM) held on 31st August, 2015.



- (b) The shareholders holding shares as on the 'cut off' date i.e. 24th August, 2015 were entitled to vote on the proposed resolutions as set out in the Notice of the 24th Annual General Meeting of the Company.
- (c) The Ballot paper was provided at 24th AGM on Monday the 31st August, 2015 to those members who attended the meeting but did not vote through remote e-voting facility.
- (d) The ballot papers were scrutinized and reconciled with the records maintained by the Company and its Registrar and Transfer Agents.
- (e) The Ballot papers which were not in order, because either they were submitted twice by the same member or they were submitted for the members who did not attend the meeting, have not been considered in total number of votes cast through ballot and kept separately.
- (f) The ballot papers with mismatch of the signature in the records maintained by the Company and its Registrar and Transfer Agents have been treated as invalid.
- (g) The remote e-voting facility was unblocked on 31st August, 2015 around 4.31 pm in the presence of two witnesses, Mr. Naren S. Shroff and Mr. Jinesh B. Parikh, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- (h) The details containing, inter alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of the Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.
- (i) Particulars of all votes received either through electronic voting system or through ballot papers from the members have been entered in the Register separately maintained for the purpose.
- (j) A summary of the votes received electronically and through ballot papers are given below;
- a. **Ordinary Resolution 1: Adoption of Audited Financial Statements for the Financial Year ended March 31, 2015 and reports of the Board of Directors and the Auditors thereon:**

Particulars	Number of members voted	No. of shares	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	61	10,820,825	10,820,825	87.80
Ballot Paper	57	401,307	401,307	3.25
Total votes cast	118	11,222,132	11,222,132	91.05
Less: Invalid votes *	11	400,431	400,431	3.25
Net valid votes cast	107	10,821,701	10,821,701	87.80

*Votes were considered invalid for mismatch of signatures.



(i) Voted in favour of the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
107	10,821,701	100

(ii) Voted against the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Number of members whose votes were declared invalid *	Total number of votes cast by them
11	400,431

* Votes were considered invalid for mismatch of signatures.

- b. **Ordinary Resolution 2:** Declaration of final dividend and confirmation of three interim dividends of Rs. 8/- Rs. 7.5/-, Rs. 5/- and Rs. 3/- respectively per Equity share for the Financial Year ended March 31, 2015:

Particulars	Number of members voted	No. of shares	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	78	11,126,113	11,126,113	90.27
Ballot Paper	57	401,307	401,307	3.25
Total votes cast	135	11,527,420	11,527,420	93.52
Less: Invalid votes *	11	400,431	400,431	3.25
Net valid votes cast	124	11,126,989	11,126,989	90.27

*Votes were considered invalid for mismatch of signatures.

(i) Voted in favour of the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
124	11,126,989	100

(ii) Voted against the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
0	0	0



(iii) Invalid Votes:

Number of members whose votes were declared invalid *	Total number of votes cast by them
11	400,431

* Votes were considered invalid for mismatch of signatures.

- c. **Ordinary Resolution 3** : Re-appointment of Hemant P. Jain (DIN:00029822) who retires by rotation:

Particulars	Number of members voted	No. of shares	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	78	11,126,113	11,126,113	90.27
Ballot Paper	57	401,307	401,307	3.25
Total votes cast	135	11,527,420	11,527,420	93.52
Less: Invalid votes *	11	400,431	400,431	3.25
Net valid votes cast	124	11,126,989	11,12,6989	90.27

*Votes were considered invalid for mismatch of signatures.

(i) Voted in favour of the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
121	11,115,227	99.89

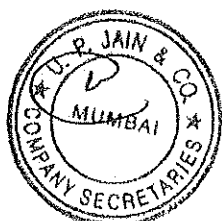
(ii) Voted against the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
3	11,762	0.11

(iii) Invalid Votes:

Number of members whose votes were declared invalid *	Total number of votes cast by them
11	400,431

* Votes were considered invalid for mismatch of signatures.



- d. **Ordinary Resolution 4** : Re-appointment of Jain and Trivedi, Chartered Accountants, as Statutory Auditors of the company and fixing their remuneration:

Particulars	Number of members voted	No. of shares	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	61	10,820,825	10,820,825	87.80
Ballot Paper	57	401,307	401,307	3.25
Total votes cast	118	11,222,132	11,222,132	91.05
Less: Invalid votes *	11	400,431	400,431	3.25
Net valid votes cast	107	10,821,701	10,821,701	87.80

*Votes were considered invalid for mismatch of signatures.

- (i) **Voted in favour of the resolution:**

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
100	10,600,336	97.95

- (ii) **Voted against the resolution:**

Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
7	221,365	2.05

- (iii) **Invalid Votes:**

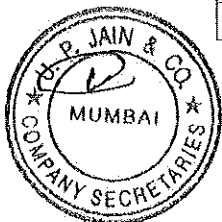
Number of members whose votes were declared invalid *	Total number of votes cast by them
11	400,431

* Votes were considered invalid for mismatch of signatures.

- e. **Ordinary Resolution 5** : Re-appointment of N.A. Shah Associates, as Joint Statutory Auditors of the company and fixing their remuneration:

Particulars	Number of members voted	No. of shares	No. of votes cast	% of total paid up Equity capital
Total votes polled through remote e-voting	61	10,820,825	10,820,825	87.80
Ballot Paper	57	401,307	401,307	3.25
Total votes cast	118	11,222,132	11,222,132	91.05
Less: Invalid votes *	11	400,431	400,431	3.25
Net valid votes cast	107	10,821,701	10,821,701	87.80

*Votes were considered invalid for mismatch of signatures.



(i) Voted in favour of the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
100	10,600,336	97.95

(ii) Voted against the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast against the resolution	% of total number of valid votes cast
7	221,365	2.05

(iii) Invalid Votes:

Number of members whose votes were declared invalid *	Total number of votes cast by them
11	400,431

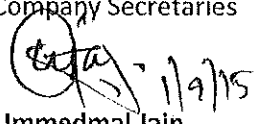
* Votes were considered invalid for mismatch of signatures.

You may accordingly declare the result of the voting through electronic means.

The Register, all other papers and relevant records relating to the e-voting and ballot paper shall remain in my custody until the Chairman considers, approves and signs the minutes of the aforesaid 24th Annual General Meeting and the same shall be handed over to the Chairman / Company Secretary of the Company for safe keeping

Thanking you,
Yours faithfully,

For **U. P. JAIN & CO.**
Company Secretaries

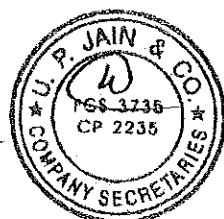

Ummedmal Jain

Practising Company Secretary

FCS: 3735 CP: 2235

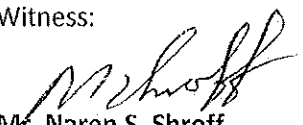
Date: 1st September, 2015

Place: Mumbai

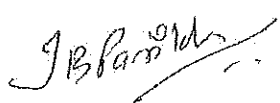


We the undersigned witness that the votes were unlocked from the e-voting website of Central Depository Services (India) Limited (CDSL) in our presence at Mumbai on 31st August, 2015 at 4.31 p.m.

Witness:


Mr. Naren S. Shroff

26, Nafees Chamber, 2nd Floor,
121-123, Mody Street, Fort,
Mumbai - 400 001.


Mr. Jinesh B Parikh

26, Nafees Chamber, 2nd Floor,
121-123, Mody Street, Fort,
Mumbai - 400 001.