

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 29TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th Annual General Meeting of Kewal Kiran Clothing Limited will be held on Tuesday, September 15, 2020, 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, 2020 including the Audited Balance Sheet as on March 31, 2020 and the Statement of Profit and Loss Account for the financial year ended March 31, 2020 together with the report of the Directors and Auditors thereon.
2. To confirm the four interim dividends of ₹ 11/-, ₹ 10/-, ₹ 15/- and ₹ 6/- respectively and to declare the final dividend on the equity share for the year ended March 31, 2020.
3. To appoint a Director in place of Mr. Dinesh P. Jain (DIN: 00327277) who retires by rotation and being eligible, offers himself for re-appointment.

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: July 29, 2020
Place: Mumbai

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 and 22/2020 dated April 8, 2020, April 13, 2020, May 5, 2020 and June 15, 2020 respectively issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 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 29th 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 29th AGM shall be the Registered Office of the company.
2. There are no items of special business to be transacted at the AGM and accordingly the statement pursuant to Section 102(1) of the Companies Act 2013, setting out the material facts is not annexed hereto.
3. 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 29th 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 29th AGM through VC/OAVM facility and cast their votes through e-voting during 29th 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/Authorisation shall be sent to the Scrutiniser 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 29th 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 paid-up 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, September 8, 2020.
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 2019-20 including the Notice of the 29th 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 29th 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. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 9, 2020 to Tuesday, September 15, 2020 (both days inclusive) for the annual closing and to determine the entitlement of the Members to the final dividend.
9. Since the 29th AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
10. 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.
11. 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.
12. 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 2011-12 of ₹ 27,907/-, Final

Dividend 2011-12 of ₹ 9,624/- and 1st Interim Dividend 2012-13 of ₹ 32,410/-. Subsequent to the end of the financial year 2019-20 till the date of this report the company transferred the 2nd Interim Dividend 2012-13 of ₹ 13,091 /- and 3rd Interim Dividend 2012-13 of ₹ 8,469/- 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. Unclaimed Final Dividend 2012-13 is due for transfer in September 2020, 1st Interim Dividend 2013-14 is due for transfer in November 2020, 2nd Interim Dividend 2013-14 is due for transfer in March 2021 and 3rd Interim Dividend 2013-14 is due for transfer in June 2021.

13. 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 2013 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

14. 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.

15. 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.
16. All document referred to in the accompanying notice are available on website of the Company at www.kewalkiran.com for inspection of Members upto the date of 29th AGM.
- During the 29th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under section 189 of the Act which will be available on website of the company.
17. 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 then please write to us at grievanceredressal@kewalkiran.com
18. 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.
19. 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.
20. In case of joint holders attending the 29th 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.
- 21. 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.
22. Securities of listed companies would be transferred in dematerialised form only w.e.f April 1, 2019. In view of the same, Members holding shares in physical form are requested to convert their holdings to dematerialised 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.
- 23. 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 29th AGM using electronic voting system ('remote e-voting') and e-voting (during the 29th 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 29th 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 29th AGM.
- c. The instructions for shareholders voting electronically are as under:
- (i) The voting period begins on Saturday, September 12, 2020 at 9.00 a.m and ends on Monday, September 14, 2020 at 5.00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e Tuesday, September 8, 2020, 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 29th AGM and holds shares on the cut-off date i.e. Tuesday, September 8, 2020 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) Visit the E-voting system of Link Intime. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 - (iii) Click on “Login” tab, available under ‘Shareholders’ section.
 - (iv) Enter your User ID, password and image verification code [CAPTCHA] as shown and click on “SUBMIT”.
 - (v) Your User ID details are given below:
 - i. Shareholder holding shares in demat account with CDSL: 16 digits beneficiary ID,
 - ii. Shareholder holding shares in demat account with NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Shareholder holding shares in Physical Form: Event No. plus Folio Number registered with the Company.
 - (vi) Your password details are given below:
If you are using e-voting system of Link Intime: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below :
Click on “Sign up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (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).

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
Bank Account Number	Enter the Bank Account number (Last four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv)

If you are holding shares in demat form and had registered on to e-voting system of Link Intime : <https://instavote.linkintime.co.in> and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat form or Physical form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code [CAPTCHA]. Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, (at least one special character, one numeral, one alphabet and at least one capital letter).

Note: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of Link Intime.

For Shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this notice.

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

(vii) After successful Login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View “Event No” of the company, you choose to vote.

(viii) On the voting page, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.

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’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour /Against’

(ix) If you wish to view the entire Resolution details. Click on the ‘View Resolutions’ File Link.

(x) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.

(xi) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

(xii) You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

(xiii) Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to e-voting system of Link Intime <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**’ login for the Scrutiniser to verify the same.

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

(xv) Shareholders holding multiple folios/ demat account shall choose the voting process separately for each of the folios/demat account.

(xvi) In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-voting manual available at <https://instavote.linkintime.co.in>. under help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022-49186270.

24. Instructions for Shareholders/Members to Attend the 29th AGM through Instameet

1. Shareholders/ Members are entitled to attend 29th AGM through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the 29th AGM through VC/OAVM shall open 15 (Fifteen) minutes before the time scheduled for the 29th 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 29th 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 29th 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.
 - b. PAN: Enter your 10-digit Permanent Account Number (PAN)
 - 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"

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.

25. Instructions for Shareholders / Members to register themselves as Speakers during 29th 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 29th 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 29th 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 29th 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.

26. Instructions for Shareholders/Members to vote during the 29th 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 “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 29th 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 29th 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 : 022-49186270, InstaMeet Support Desk, Link Intime Indian Private Limited.

27. The Company has appointed Mr. Ummedmal P. Jain, Practicing Company Secretary (CP no. 2235) of M/s. U. P. Jain & Co. as the Scrutiniser to scrutinise the remote e-voting and e-voting during the 29th AGM in a fair and transparent manner.
28. 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, September 8, 2020.
29. The Scrutiniser shall after scrutinising the votes cast during the 29th AGM and through remote e-voting not later than 48 (forty-eight) hours from the conclusion of the AGM, make a consolidated Scrutiniser’s Report and submit it to the Chairman or any Director authorised by the Board. The results declared along with the consolidated Scrutiniser’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.

30. Subject to the receipt of the requisite number of votes, the Resolutions shall be deemed to be passed on the date of the 29th AGM i.e. Tuesday, September 15, 2020.
31. 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 Directors seeking appointment/re-appointment at the AGM is detailed below. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.

Profile of Director retiring by rotation and offering for re-appointment:

Mr. Dinesh P. Jain, (DIN : 00327277):

Mr. Dinesh Jain (age 51 years) is the Whole-time Director of the Company. He joined the business in 1990. Mr. Jain is also 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 the Company. He specialises in Production and HR related issues. Mr. Jain is also responsible for ensuring optimum utilisation of production facilities of the Company at its units at Dadar, Goregaon, Daman and Vapi.

Mr. Jain holds 7,45,831 shares which includes 16,000 shares as a Karta of Dinesh P. Jain (H.U.F) and 1,02,581 shares held j/w Sangeeta D. Jain in the company as on the date of this notice. Mr. Dinesh P. Jain, Mr. Kewalchand P. Jain, Mr. Hemant P. Jain and Mr. Vikas P. Jain are brothers. In the financial year under review 5 meeting of the Board of Directors were held and Mr. Dinesh P. Jain has attended all the 5 Board Meetings. The last drawn remuneration by Mr. Jain was ₹ 79,89,600/- per annum (including perquisites).

The details of other directorships of Mr. Dinesh 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
Synthofine Chemicals of India Limited	Director
Lord Gautam Charitable Foundation	Director

32. Dividend:

a. The Board of Directors has recommended Final Dividend of ₹ 1/- (10%) per Equity Share of ₹ 10/- each for the year ended March 31, 2020 that is proposed to be paid on or after Monday, September 21, 2020, subject to the approval of shareholders at the 29th AGM. Pursuant to the provisions of Section 123 of the Companies Act 2013, the payment of final dividend on equity shares, upon declaration by the shareholders at the Annual General Meeting, will be made on or after Monday, September 21, 2020, as under:

- i. As Beneficial Owners as at the end of business hours on September 8, 2020 as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), in respect of the shares held in electronic form and
- ii. As members on the Register of Members of the Company as at September 15, 2020 after giving effect to valid transfers in respect of transfer request lodged with the Company on or before the close of business hours on September 8, 2020

b. 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 dematerialised 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 normalisation of the postal services,

dispatch the dividend warrant / Cheque to such shareholders by post.

- iii. Members holding shares in dematerialised 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 dematerialised form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Shareholders.
- iv. Members may note that the Income Tax Act, 1961, ["the IT Act"] as amended by the Finance Act 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of Members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

For resident shareholder, taxes shall be deducted at source under section 194 of the IT Act as follows: -

Members having valid PAN	7.5% or as notified by the Government of India
Members not having PAN/ Valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed ₹ 5000/- and also in cases where members provide Form 15G/Form 15H [applicable to individuals aged 60 years or more] subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

For Non-resident shareholders, taxes are required to be withheld in accordance with the provisions of section 195 and other applicable section of the IT Act,

at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax Authorities duly attested by the member
- Copy of the Tax Residency Certificate (TRC) for the FY 2020-21 obtained from the revenue authorities of the country of tax residence, duly attested by member.
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax Treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.

Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors/ Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @20% (plus applicable surcharge and cess).

The aforementioned documents can be downloaded from Link Intime's website at <https://www.linkintime.co.in/client-downloads.html> on general tab and are required to be uploaded on the Link Intime Portal at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Tuesday,

September 8, 2020 to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Incomplete and /or unsigned forms and declarations will not be considered by the Company. Any communication on the tax determination/deduction received post Tuesday, September 8, 2020 shall not be considered. All communications/queries in this respect should be addressed to our RTA, Link Intime to its email address at instameet@linkintime.co.in. The Company will arrange to email a soft copy of the TDS Certificate at the shareholders registered email ID post payment of the said Final Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

33. Members holding shares in physical form are advised to furnish, on or before Tuesday, September 8, 2020, particulars of their bank account, if not done already or if it has changed, to the Company to incorporate the same in the dividend warrants/payment instruments.
34. In respect of cases, where the payments to the shareholders holding shares in de-materialised form are made by dividend warrants/payment instruments, particulars of bank account registered with their Depository Participants would be considered by the Company for printing the same on the dividend warrants/payment instruments.
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 dematerialised form may contact their respective Depository Participants for recording of nomination.

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: July 29, 2020
Place: Mumbai



