



ANNUAL REPORT
2012-2013

K G DENIM LIMITED



K G DENIM LIMITED

BOARD OF DIRECTORS

Executive Chairman Shri KG Baalakrishnan

Managing Directors Shri B Sriramulu
 Shri B Srihari

Directors Shri G V S Desikan
 Shri G P Muniappan
 Shri K N V Ramani
 Shri V Jagadisan
 Smt T Anandhi
 Shri M J Vijayaraaghavan
 Shri Surinder Chhibber
 Shri A Velusamy
 Shri S Muthuswamy
 Director & Company Secretary

Registered Office
Then Thirumalai
Jadayampalayam, Coimbatore - 641 302
Phone : (04254) 304300 / 235300
Website : www.kgdenim.com
E-mail : cskgdl@kgdenim.in

Registrar and Share Transfer Agent
Cameo Corporate Services Ltd
"Subramanian Building"
No.1, Club House Road
Chennai - 600 002
Phone : (044) 28460390 (6 lines)

Auditors M/s Gopalaiyer and Subramanian
 Chartered Accountants
 Coimbatore

Bankers Indian Bank
 Bank of India
 Allahabad Bank
 State Bank of India
 State Bank of Hyderabad
 Indian Overseas Bank

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K G DENIM LIMITED

DIRECTORS' REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

Dear Shareholders,

We have pleasure in presenting the Twenty-First Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March 2013.

FINANCIAL RESULTS

(Rs. in lakhs)

PARTICULARS	For the year ended 31 st March 2013	For the year ended 31 st March 2012
Gross Profit	6115	4735
Less : Finance Cost	2576	2323
Profit prior to Depreciation and write off	3539	2412
Less : Depreciation	1192	1308
Net Profit	2347	1104
Current, Deferred & earlier year tax	794	367
Net Profit for the year	1553	737
Balance Brought forward	433	152
Arrears of Preferential Dividend & Tax thereon	-	232
Proposed Dividend & Tax thereon	224	224
Balance Carried Forward	1762	433

PERFORMANCE OF THE COMPANY

During the year ended 31.03.2013, the Company achieved an overall production of 296 lakh meters of fabrics against the previous year's production of 229 lakh meters. The revenue for the year was Rs.51483 lakhs as against sales of Rs.40007 lakhs during the previous year, representing an increase of 28.7 %. The company has three main product groups, Denim and Apparel Fabrics, Home Textiles and sale of Apparel. All the product groups have performed well during the year.

The increase in volume directly contributed to the increase in profitability.

In the Home Textiles category, company has registered significant growth rate in sales compared to the previous year.

In the Ready Made Garments group also the company has registered significant growth in sales and profit.

The Board of Directors recommends a dividend of 7.50 % (i.e. Rs.0.75) per equity share of the company for the year 2012-13. The Dividend tax payable amounts to Rs.31 lakhs.

INDUSTRY STRUCTURE & DEVELOPMENT

The Indian denim industry is showing steady growth in domestic and international markets.

Our focus remains on sales to leading domestic and international brands in India and also to large exporters of readymade garments. We are concentrating on the Far East Countries of Vietnam, LaosPDR and China besides direct sales to North America. Products are being developed to cater to both retailers and fashion brands thereby gaining advantage in both segments and increasing volumes. Sale of home textiles and apparels improved during the year.

OPPORTUNITIES AND THREATS

The company is targeting higher production and sales volume for denim in the next year. Sales of home textiles and apparel are also expected to achieve higher volumes.

The company is subjected to risks of volatility in the prices of raw materials and fashion changes.

High interest rates and exchange rate volatility areas of serious concern for the company. The company has taken steps to increase the exports and is actively managing the exchange risk by suitable forward cover.

K G DENIM LIMITED

FINANCE

Your Directors acknowledge with gratitude, the valuable assistance and support extended by our Bankers for term loans and working capital i.e., Indian Bank, Bank of India, Allahabad Bank, State Bank of India, State Bank of Hyderabad and Indian Overseas Bank.

PERSONNEL

The Directors wish to place on record their appreciation for the co-operation extended by all sections of the employees.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed.
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit or Loss of the Company for that period.
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and irregularities.
- d) The annual accounts have been prepared on a going concern basis.

CONSOLIDATED ACCOUNTS

In accordance with the requirements of Accounting Standard (AS-21) prescribed by The Institute of Chartered Accountants of India, the Consolidated Accounts of the Company and its subsidiaries are annexed to this Report.

SUBSIDIARIES

During the year, the gross turnover in Trigger Apparels Limited increased to Rs.38 crores from Rs.31 crores for the previous year. The subsidiary has been able to register a profit of Rs.31.95 lakhs compared to profit of Rs.10.59 lakhs in the previous year. No activity has taken place at KG Denim (USA) Inc. during the year.

CEO/CFO CERTIFICATION

The Managing Directors and Director & Company Secretary of the Company have submitted a Certificate to the Board as required under Clause 49 of the Listing Agreement for the year ended 31st March, 2013.

CORPORATE GOVERNANCE

A separate section on Corporate Governance and a Certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, forms part of the Annual Report.

LISTING

The Company's shares are listed in the Bombay Stock Exchange Limited, Mumbai.

CAPITAL EXPENDITURE

The Company incurred a Capital Expenditure of Rs.3052.46 lakhs during the year.

DIRECTORS

Shri G P Muniappan, Shri M J Vijayaraaghavan and Shri G V S Desikan retire by rotation and being eligible offer themselves for reappointment at the ensuing Annual General Meeting.

The term of office of Shri KG Baalakrishnan, Executive Chairman, Shri B Sriramulu and Shri B Srihari, Managing Directors comes to an end on 02.11.2013. The Board has, subject to approval of shareholders in the forthcoming Annual General Meeting, re-appointed them as Executive Chairman and Managing Directors of the Company for a term of five years effective from 03.11.2013 to 02.11.2018.

AUDITORS

The present Auditors M/s Gopalaiyer and Subramanian retire at the ensuing Annual General Meeting and are eligible for re-appointment. Cost Audit Report for the financial year ending 31st March 2013 will be submitted to the Central Government in accordance with Cost Audit Report Rules, 2011.

K G DENIM LIMITED

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company has put in place adequate internal control system and is implementing the same to ensure reliability of financial and other datas and their accuracy. Company is also strengthening its review control system by appointing External Consultants as Auditors.

The Audit Committee also closely reviews with the internal and external auditors on the adequacy of internal control systems.

The Company has also initiated steps to obtain ISO 27001 : 2005 (Information Security Management System-ISMS) to control and manage our data in secured manner.

The Company further has an Integrated Management System (IMS) in terms of ISO 9001:2008 and is concerned with establishing quality management system to achieve target set by top management and aims at continual improvement based on the customer requirements.

ISO 14001:2004 is primarily focused on environmental management system which guide us to manufacture the products without affecting the environment in the working area and surroundings of our organization.

OHSAS 18001 : 2007 (Occupational Health and Safety Management Assessment Standard) which is an Integrated Management System focusing on an organization's occupational health and safety management system. This standard guide us to identify and control the conditions and factors that affect the well-being of employees, contractors, visitors and any other person in the work place.

CAUTIONARY STATEMENT

The statement in this Directors' Report & Management Discussion and Analysis contain forward looking statements regarding Company's projections & expectations and the actual results could differ materially from those expressed on account of various factors like raw material prices, change in demand, government regulation etc., and the readers are cautioned against placing undue reliance on the same.

STATUTORY INFORMATION

During the year there were no employees in receipt of remuneration covered by Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended vide GSR 289 (E) dated March 31, 2011 [Companies (Particulars of Employees) Amendments Rules, 2011].

Information pursuant to sub-section 1 (e) of Section 217 of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given in Annexure to this Report.

As per Section 212 of the Companies Act, 1956, the Company is required to attach the Directors' Report, Balance Sheet, and Statement of Profit and Loss of subsidiaries. The Central Government has granted general exemption from complying with Section 212 of the Companies Act, 1956 to all companies vide Notification No.5/12/2007-CL-III dated February 8, 2011. Accordingly, your Company has presented in this Report, the consolidated financial statements of the holding company and all its subsidiaries, duly audited by the Statutory Auditors. The Company has also disclosed in the Consolidated Balance Sheet the information required to be provided as per the aforesaid Notification dated February 8, 2011. The Company will make available the audited annual accounts and related information of its subsidiaries, upon request by any of its shareholders. The annual accounts of the subsidiary companies will also be kept for inspection by any member at the Registered Offices of the Company and its subsidiary companies. Our humble prayers to Sri Venkateswaraswamy Vari of Then Thirumalai for the continued prosperity of the Company.

Coimbatore
29.05.2013

On behalf of the Board
KG Baalakrishnan
Executive Chairman

ANNEXURE TO DIRECTORS' REPORT

Conservation of energy, technology absorption and foreign exchange earnings and outgo required under Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 for the year ended 31st March, 2013.

CONSERVATION OF ENERGY :

a) Energy conservation measures taken :

The Company has set up a steam-driven co-generation power unit with use of biomass fuel. Other measures are :

- i) Installed a caustic recovery plant with heat exchanger for energy saving.
 - ii) Installed a new singeing machine to reduce the gas consumption.
 - iii) Replacement of copper choke fittings to electronic chokes on 300 tube light fittings resulting 6 watts saving/fitting.
 - iv) Instead of 3 Nos (500 CFM each) reciprocating compressors installed screw compressor of 1600 CFM to reduce power consumption.
 - v) Installed energy monitoring systems for effective utilisation of electrical energy.
- b) Additional Investments and proposals, if any, being implemented for reduction of consumption of energy: Energy audit has been done and various proposals are under implementation.
- c) Impact of the measures at (a) & (b) above for reduction of energy consumption and consequent impact on the cost of production of goods : During the year there is a marginal increase in costs.
- d) Total energy consumption and energy consumption per unit of production:

K G DENIM LIMITED

FORM - A

A. POWER AND FUEL CONSUMPTION

	31.03.2013	31.03.2012
I Electricity		
(a) Purchased		
Units in lakhs	54.84	52.00
Value in lakhs (Rs.) **	350.98	273.00
Cost/Unit (Rs.)	6.40	5.25
**Excludes fixed demand charges		
(b) Own Generation		
(i) Through Diesel Generator		
Units in lakhs	31.71	19.00
Units / Ltr.	3.01	3.00
Cost/Unit (Rs.)	15.16	13.66
(ii) Through steam turbine/generator		
Units in lakhs	176.45	189.65
Units/Ton of fuel mix	397.00	400.00
Cost/Unit (Rs.)	7.31	6.91
II Coal		
Quantity (Tonnes)	28743	22739
Total Cost (Rs. in lakhs)	1420.00	1262.00
Average Rate (Rs.)	4940.00	5551.00
III Saw Dust etc.,		
Quantity (Tonnes)	33685	37469
Total Cost (Rs. in lakhs)	936.00	1044.00
Average Rate (Rs.)	2777.00	2786.00
IV LPG		
LPG - Qty kg in lakhs	2.31	1.96
LPG - Value in lakhs	156.58	99.95
B. CONSUMPTION / UNIT OF PRODUCTION		
Electricity Unit/ Mtr. of Fabric	1.38	1.37

FORM - B

C. TECHNOLOGY ABSORPTION

I. Research and Development (R & D) :

1. Specific areas where R&D is carried out by the Company.
The R&D efforts of the Company are directed towards quality control improvement of existing methods and product developments/ diversifications.
2. Benefits derived as a result of the above R&D :
Cost reduction and improved quality and new product development enhanced performance in Export and Domestic Market.
3. Future plan and action :
The R&D efforts will continue to meet the present and future needs of the end-users.
4. Expenditure on R & D :

	Rs.Lakhs
a) Capital	-
b) Recurring	39.00
c) Total	39.00
d) R & D Expenditure as % of Total Turnover	0.08

- II. Technology absorption, adaptation and innovation :
Continuous efforts are made towards technology innovation.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO

- a) Efforts : The Company will continue to push up its volume of exports and maintain its price realization.
- b) Total Foreign exchange used and earned :

Foreign Exchange : Used	Rs. 4678 Lakhs
Earned	Rs. 18331 Lakhs

Coimbatore
29.05.2013

On behalf of the Board
KG Baalakrishnan
Executive Chairman

K G DENIM LIMITED

CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY

Your Company is committed to building long term shareholders' value with full emphasis on Corporate Governance - Your company communicates corporate, financial and product information on line on its website - www.kgdenim.com. Your Company believes that all its operations and actions must serve the goal of enhancing overall shareholder value, over a sustained period of time. Company's philosophy envisages transparency, accountability and equitable benefits of highest level in its maximum possible operating fields, interaction with all its related stake holders including esteemed Shareholders, Workmen, Officers, Governments, Banks and other lenders.

2. BOARD OF DIRECTORS

The current financial year of the company covers a period of 12 months from 1st April 2012 to 31st March 2013. The present strength of the Board is 12 Directors, out of which 6 are independent directors.

4 (Four) Board Meetings were held during the year, as against the minimum requirement of 4 meetings. The dates on which the meetings held were as follows: 07th June 2012, 28th July 2012, 31st October 2012 and 31st January 2013. The Annual General Meeting was held on 28th September 2012. The table below gives the particulars of attendance of each Director at the Board Meetings held during the financial year and during their respective tenure of Directorship and at the last AGM, as also the number of Directorships in other Companies and membership in other Board Committees.

Name of the Director	No. of Board Meetings held during the tenure of Directorship	No. of Board Meetings attended	Attendance of Last AGM	No. of Directorship in other Companies	No. of Membership in Board Committees of other Companies as	
					Chairman	Member
Shri KG Baalakrishnan	4	4	Present	8	-	-
Shri B Sriramulu	4	4	Present	11	-	2
Shri B Srihari	4	4	Present	11	-	1
Shri G V S Desikan	4	4	Present	6	-	2
Shri V Jagadisan	4	4	Present	2	-	5
Shri K N V Ramani	4	4	Not Present	8	5	2
Shri G P Muniappan	4	4	Present	1	-	1
Smt T Anandhi	4	4	Present	2	-	-
Shri M J Vijayaraaghavan	4	4	Present	1	1	1
Shri Surinder Chhibber	4	1	Not Present	1	-	-
Shri A Velusamy	4	4	Present	8	-	4
Shri S Muthuswamy	4	4	Present	-	-	-

Shri B Sriramulu and Shri B Srihari are sons of, and Smt T Anandhi, daughter of Shri KG Baalakrishnan. None of the other directors is related to any other.

Profile of Directors retiring by rotation and eligible for reappointment

Shri G P Muniappan, aged 72 years is a Post Graduate in Economics, is former Deputy Governor of the Reserve Bank of India.

Shri M J Vijayaraaghavan, aged 81 years is a practicing Chartered Accountant and a Fellow Member of the Institute of Chartered Accountants of India having over 5 decades of rich and varied experience in Auditing, Taxation and Finance.

Shri G V S Desikan, a B.Sc., B.Sc.(Tech) graduate, aged 81 years has rich experience in the management of textile industry. He was formerly Technical Advisor for National Textile Corporation, New Delhi, Chairman and Managing Director of Kerela State Textile Corporation Ltd., Trivandrum and Managing Director of Binny Limited.

Code of Conduct

In pursuance of Clause 49 of the listing agreement, the Board has approved the Code of Conduct for Board of Directors and Senior Management and the same has been circulated and posted on the Company's website. The Board of Directors and the Senior Management staff have given their declarations confirming compliance of the provisions of the above code of conduct.

K G DENIM LIMITED

3. COMMITTEES OF THE BOARD

a. Audit Committee

The terms of reference of the Audit Committee include the matters specified in Clause 49 of the Listing Agreement with the Stock Exchange and in Section 292A of the Companies Act, 1956 as follows:-

- ♣ Oversight of the Company's financial reporting process and the disclosure of its financial information.
- ♣ Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- ♣ Reviewing with management the quarterly, half-yearly and annual financial statements before submission to the Board, focussing primarily on (i) any changes in accounting policies and practices, (ii) major accounting entries based on exercise of judgment by management, (iii) qualifications in draft audit report, (iv) significant adjustments arising out of audit, (v) the going concern assumption, (vi) compliance with accounting standards, (vii) compliance with Stock Exchange and legal requirements concerning financial statements and (viii) related party transactions i.e., transactions of the Company of material nature, with promoters or with the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of company at large.
- ♣ Reviewing with the management, external and internal auditors, the adequacy and compliance of internal control systems.
- ♣ Reviewing the adequacy of internal audit functions.
- ♣ Discussion with internal auditors any significant findings and follow up thereon.
- ♣ Reviewing the findings of internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- ♣ Discussion with external auditors before the audit commences nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- ♣ Reviewing the Company's financial and risk management policies.

During the year, the Committee has met four times, as against the minimum requirement of 3 meetings and the Audit Committee meetings were held on 07.06.2012, 28.07.2012, 31.10.2012 and 31.01.2013.

Composition of the Audit Committee as on 31st March, 2013 and the attendance during the year are as under:

Name of the Director	Position	Category	No. of Meetings held	No. of Meetings Attended
Shri V Jagadisan	Chairman	Independent, Non - Executive	4	4
Shri G V S Desikan	Member	Independent, Non - Executive	4	4
Shri K N V Ramani	Member	Independent, Non - Executive	4	4

All the members of the Audit Committee are financially literate with knowledge in finance and accounts.

The head of finance function, head of internal audit and the representative of the Statutory Auditors were invited to be present at the Audit Committee meetings.

The Cost Auditors appointed by the Company under Section 233B of the Companies Act, 1956 were also invited to attend the Audit Committee Meetings.

The Director and Company Secretary acts as the Secretary to the Committee.

b. Remuneration Committee

The Board of the Company has constituted a Remuneration Committee, comprising of 3 Independent, Non-Executive Directors viz., Shri K N V Ramani, Chairman, Shri G V S Desikan and Shri V Jagadisan as members.

The Remuneration Committee has been constituted to recommend/review the remuneration package of the Executive Chairman/Managing Directors/Whole-Time Directors.

The detail of remuneration to Directors for the year is furnished in paragraph 7.

K G DENIM LIMITED

c. Shareholders'/Investors' Grievance Committee

The Board of the Company has constituted a Shareholders'/Investors' Grievance Committee, comprising of Shri G P Muniappan, Chairman with Shri G V S Desikan and Shri K N V Ramani as members. The Committee also looks into redressal of Shareholders' complaints like transfer of shares, non-receipt of balance sheet, etc.

The Committee oversees the performance of the Registrar and Transfer Agents and recommend measures for overall improvement in the quality of investor services.

During the year, the Shareholders'/Investors' Grievance Committee meetings were held on 04.06.2012, 26.07.2012, 29.10.2012 and 29.01.2013.

Shri R K Sridhar, Asst. General Manager is the Compliance Officer for complying with the requirements of the Securities and Exchange Board of India and requirements of the Listing Agreement with the Stock Exchange.

The total number of complaints received and replied to the satisfaction of Shareholders during the year under review, was 14. Outstanding complaints as on 31st March 2013 were 'Nil'.

4. GENERAL MEETINGS

Location and date/time of the last three Annual General Meetings.

20 th AGM	28 th September 2012	9.30 a.m.	Registered Office premises, Then Thirumalai, Jadayampalayam, Coimbatore 641 302
19 th AGM	12 th August 2011	9.30 a.m.	- do -
18 th AGM	13 th August 2010	9.15 a.m.	- do -

No postal ballots were required to be used for voting at these meetings.

5. DISCLOSURES

There are no materially significant related party transactions that would have potential conflict with the interest of the Company at large. Details of related party transactions are given elsewhere in the Annual Report. The Register of Contracts containing the transactions in which the Directors are interested is placed before the Board regularly.

No penalty or strictures have been imposed on the Company by any regulatory authority for non-compliance of any laws.

The Company has complied with the Accounting Standards prescribed by the Institute of Chartered Accountants of India and as referred u/s 211 (3C) of the Companies Act, 1956.

6. MEANS OF COMMUNICATION

The Quarterly and Half yearly results are published in local dailies such as "Dinamani" and "The Financial Express" and on the company's website.

7. REMUNERATION TO DIRECTORS

For the financial year ended 31st March 2013, the remuneration paid to the Directors is as indicated below:-

Name of the Director & Designation	Salary Amount (Rs.)	Perquisites and other benefits (Rs.)	Total (Rs.)
Shri KG Baal Krishnan, Executive Chairman	35,01,350	-	35,01,350
Shri B Sriramulu, Managing Director	43,09,350	-	43,09,350
Shri B Srihari, Managing Director	43,09,350	-	43,09,350
Smt T Anandhi, Non-Executive Director	14,36,450	-	14,36,450
Shri A Velusamy, Director	10,17,500	82,500	11,00,000
Shri S Muthuswamy, Director & Company Secretary	11,17,500	82,500	12,00,000

The details of sitting fees paid to Non-Executive Directors for attending the Board or Committee Meetings during the financial year ended 31st March 2013 were as follows :-

Name of the Directors	Sitting Fee (Rs.)	No. of Shares held
Shri G V S Desikan	100000	200
Shri V Jagadisan	100000	Nil
Shri K N V Ramani	100000	10000
Shri G P Muniappan	20000	Nil
Shri M J Vijayaraaghavan	20000	Nil

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8. GENERAL SHAREHOLDER INFORMATION

1. 21 st AGM to be held on :	11.09.2013
at :	9.30 a.m.
venue :	Registered Office Premises, Then Thirumalai, Jadayampalayam, Coimbatore 641 302
2. Financial Calendar-Board Meetings (Tentative)	First Quarter - Second week of August 2013 Second Quarter - Second week of November 2013 Third Quarter - Second week of February 2014 Results for the year ending 31 st March 2014 last week of May 2014
3. Date of Book Closure	31.08.2013 to 11.09.2013 (Both days inclusive)
4. Listing of Equity Shares	Listed in Bombay Stock Exchange. The Company has paid the listing fees for the year 2013 - 2014.
5. Registrar and Share Transfer Agents	In accordance with SEBI's Circular dated 4th January 2003 directing that the work related to share registry, in physical & electronic modes, be maintained at a single point, as from 1st April 2003, both the above segments of share registry operations are now being handled by the SEBI Registered R & T Agent M/s Cameo Corporate Services Limited, at 'Subramanian Building', No.1 Club House Road, Chennai 600 002
6. Stock Code	Bombay Stock Exchange Limited - 500239
7. Demat ISIN No. for NSDL & CDSL	INE104A01012
8. Share Transfer System	The Company's shares are traded in the stock exchange compulsorily in demat mode. Both the physical and demat modes of share transfers are being handled by company's Share Transfer Agent M/s Cameo Corporate Services Limited, 'Subramanian Building', No.1 Club House Road, Chennai 600 002 The share transfer committee, which is a Board Committee, approves the transfer of shares.
9. Dematerialisation of Shares	92.31% of the total equity shares (23680841 Shares) were held in the dematerialised form as on 31 st March 2013. Trading in equity shares of the company is permitted only in dematerialised form w.e.f 26.06.2000, as per the notification of SEBI.
10. i. Details of Public Funding obtained in the last three years.	No capital from public was raised during the last three years.
ii. Outstanding GDRS/ADRS/Warrants or any convertible instrument	None
11. Plant Location	K G DENIM LIMITED, Then Thirumalai, Jadayampalayam, Coimbatore 641 302
12. Address for communication	K G DENIM LIMITED, Then Thirumalai, Jadayampalayam, Coimbatore 641 302
13. Website	www.kgdenim.com

9. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2013

Category	No. of Shareholders	%	No. of Shares	%
Upto 5,000	13789	84.74	2525697	9.84
5,001 - 10,000	1247	7.66	1083513	4.22
10,001 - 20,000	528	3.24	856612	3.34
20,001 - 30,000	221	1.36	581396	2.27
30,001 - 40,000	83	0.51	308059	1.20
40,001 - 50,000	117	0.72	566566	2.21
50,001 - 1,00,000	146	0.90	1143045	4.46
1,00,001 and above	141	0.87	18589017	72.46
Total	16272	100.00	25653905	100.00

K G DENIM LIMITED

10. CATEGORIES OF SHAREHOLDERS AS ON MARCH 31, 2013

Sl.No.	Category	No.of Shares held	%
1	Shareholding of Promoter and Promoter Group	14655303	57.13
2	Public Shareholding		
A	Institutions		
(a)	Mutual Funds / UTI / Financial Institutions / Banks	8100	0.03
(b)	Foreign Institutional Investors	-	-
	Sub Total (A)	8100	0.03
B	Non-Institutions		
(a)	Bodies Corporate & Trusts	710072	2.77
(b)	Individuals	10280430	40.07
	Sub Total (B)	10990502	42.84
	Grand Total	25653905	100.00

11. SHARE PRICE DATA

Market price data of the company's equity shares in Bombay Stock Exchange for the period from April 2012 to March 2013 is as below:

Month	BSE Price	
	High	Low
April 2012	10.95	8.75
May 2012	10.95	8.02
June 2012	11.46	8.21
July 2012	12.98	9.52
August 2012	12.45	8.14
September 2012	10.97	9.11
October 2012	14.25	9.57
November 2012	17.00	12.31
December 2012	15.70	13.40
January 2013	15.80	13.25
February 2013	14.70	13.00
March 2013	16.33	12.84

12. COMPLIANCE WITH NON MANDATORY REQUIREMENT

- As the Company communicates corporate, financial and product information online on the web site www.kgdenim.com individual communication of half yearly results is not sent to the shareholders.
- The Company has not passed any resolution requiring approval of the shareholders by postal ballot.

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To the Members/Board of Directors of M/s K G DENIM LIMITED, COIMBATORE

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance of conditions of Corporate Governance by M/s K G Denim Limited for the year ended March 31, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was conducted in the manner described in the Guidance Note on certification of Corporate Governance issued by the Institute of Chartered Accountants of India and was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and on the basis of our examination described above, the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For GOPALAIYER AND SUBRAMANIAN
Chartered Accountants
CA. R MAHADEVAN
Partner
Membership No.27497
Firm Regn. No.000960S

Coimbatore
29.05.2013

K G DENIM LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF K G DENIM LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of K G DENIM LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;
- b. in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- c. in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in Section 211(3C) of the Act.
 - e. On the basis of the written representations received from the directors as on 31st March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of Section 274(1)(g) of the Act.

For GOPALAIYER AND SUBRAMANIAN

Chartered Accountants

CA. R MAHADEVAN

Partner

Membership No.27497

Firm Regn. No.0009605

Coimbatore
29.05.2013

K G DENIM LIMITED

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

I. IN RESPECT OF ITS FIXED ASSETS

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management according to a phased programme designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year, discrepancies noticed on such physical verification were not material and have been properly dealt with in books of accounts.
- (c) There were no disposal of substantial part of fixed assets during the year and hence the going concern status of the Company is not affected.

II. IN RESPECT OF ITS INVENTORIES

- (a) As explained to us, inventories have been physically verified by the management at regular intervals during the year.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventories. As explained to us there were no material discrepancies noticed on physical verification of inventories as compared to book records.

III. IN RESPECT OF LOANS, SECURED OR UNSECURED, GRANTED OR TAKEN BY THE COMPANY

The Company has neither taken any loans secured or unsecured, nor has granted any loans secured or unsecured to parties covered in the Register maintained under Section 301 of the Companies Act, 1956 and hence sub-clauses (a) to (g) of Clause (iii) are not applicable.

IV. In our opinion and according to the explanations and information given to us, there is adequate internal control system commensurate with the size of the Company and the nature of business for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit no major weakness has been noticed in the internal control system.

V. IN RESPECT OF TRANSACTIONS COVERED UNDER SECTION 301 OF THE COMPANIES ACT, 1956

- (a) In our opinion and according to the information and explanations given to us the transactions made in pursuance of contracts or arrangements, that need to be entered into the Register maintained under Section 301 of the Companies Act, 1956 have been so entered in the register maintained for the purpose.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered into the Register maintained under Section 301 of the Act and exceeding the value of Rupees five lakhs in respect of any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

VI. During the year the Company has not accepted any deposits from the public and hence the provisions of Section 58A and 58AA of the Companies Act, 1956 and the Companies [Acceptances of Deposit Rules, 1975] and other relevant provisions of the Companies Act, 1956 are not applicable.

VII. In our opinion, the Company's present internal audit system is commensurate with its size and nature of business.

VIII. We have broadly reviewed the books of accounts maintained by the Company pursuant to the Order made by the Central Government for the maintenance of cost records under Section 209(1) (d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

K G DENIM LIMITED

IX. IN RESPECT OF STATUTORY DUES:-

(a) According to the information and explanations given to us and records examined by us, the Company is regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess and other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2013 for a period of more than six months from the date they became payable.

(b) The following amounts have not been deposited on account of dispute.

Name of Statute	Nature of Dues	Amount under dispute not yet deposited as on 31.3.2013 (Rs.lakhs)	Forum Where dispute is pending
The Central Excise Act	Excise duty	10.79	Commissioner of Central Excise Appeals, Salem
The Central Excise Act / The Customs Act	Excise duty / Customs duty	620.26	CESTAT, Chennai. Out of this, demand of Rs.583.49 lakhs was stayed by CESTAT, Chennai.

X. The Company does not have any accumulated losses as at 31st March 2013. The Company has not incurred any cash loss during the financial year covered by our audit and the immediately preceding financial year.

XI. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks or debentureholders.

XII. During the year, the Company has not granted loans and advances on the basis of the security by way of pledge of shares, debentures and other securities.

XIII. In our opinion the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, clause (xiii) of the Companies (Auditors Report) (Amendment) Order 2004 is not applicable to the Company.

XIV. In our opinion and according to the information and explanations given to us, proper records have been maintained by the Company in respect of dealing in securities and other investments and timely entries have been made therein in respect of transactions and contracts. The securities and other investments have been held by the Company in its own name. The Company has not undertaken any trading in shares and debentures.

XV. According to the information and explanations given to us and the representation made by the management, the Company has given guarantee for loans taken by its subsidiary, Trigger Apparels Limited from Bank for Rs.651 lakhs and its associate, KG Fabriks Limited from bank for Rs.300.00 lakhs. However, the terms and conditions of the guarantee are not prima facie prejudicial to the interest of the Company.

XVI. In our opinion, and according to the information and explanations given to us, on an overall basis, the term loans have been applied for the purposes for which they were obtained.

XVII. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that the company has utilized the funds raised on short term basis for long term investments to the extent of Rs.820.83 lakhs.

XVIII. The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.

XIX. The Company has not raised any debentures during the financial year and hence creation of security in respect of debentures does not arise.

XX. The Company has not raised any money through a public issue during the year.

XXI. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For GOPALAIYER AND SUBRAMANIAN
Chartered Accountants

CA. R MAHADEVAN
Partner
Membership No.27497
Firm Regn. No.000960S

Coimbatore
29.05.2013

K G DENIM LIMITED

BALANCE SHEET AS AT 31st MARCH 2013

PARTICULARS	NOTE NO.	AS AT 31.03.2013	AS AT 31.03.2012
(Rs. in lakhs)			
I. EQUITY AND LIABILITIES			
1 SHAREHOLDERS' FUNDS			
(a) Share Capital	1	2566.51	2566.51
(b) Reserves and Surplus	2	3762.04	2432.86
(c) Money received against share warrants		-	-
2 SHARE APPLICATION MONEY PENDING ALLOTMENT			
3 NON-CURRENT LIABILITIES			
(a) Long-term Borrowings	3	4216.45	4436.73
(b) Deferred Tax Liabilities (Net)	4	1302.00	1298.65
(c) Other Long-term Liabilities	5	254.96	611.90
(d) Long-term Provisions	6	226.22	188.61
4 CURRENT LIABILITIES			
(a) Short-term Borrowings	7	5638.23	4576.89
(b) Trade Payables		10664.55	8254.75
(c) Other Current Liabilities	8	2411.64	1759.69
(d) Short-term Provisions	9	238.80	495.29
TOTAL		31281.40	26621.88
II. ASSETS			
1 NON-CURRENT ASSETS			
(a) Fixed Assets	10		
(i) Tangible Assets		11198.64	9345.37
(ii) Capital Work-in-Progress		479.41	663.81
(b) Non-Current Investments	11	553.27	573.31
(c) Long-term Loans and Advances	12	361.17	396.25
2 CURRENT ASSETS			
(a) Inventories	13	11037.53	10182.44
(b) Trade Receivables	14	3785.81	2374.94
(c) Cash and Cash Equivalents	15	837.07	665.26
(d) Short-term Loans and Advances	16	1863.22	1512.58
(e) Other Current Assets	17	1165.28	907.92
TOTAL		31281.40	26621.88

The notes form an integral part of these financial statements

As per our report of even dated

For **GOPALAIYER AND SUBRAMANIAN**
Chartered Accountants

CA. R MAHADEVAN
Partner

Coimbatore
29th May, 2013

Membership No.27497
Firm Regn. No.000960S

KG BAALAKRISHNAN
Executive Chairman

S MUTHUSWAMY
Director & Company Secretary

B SRIRAMULU
Managing Director

B SRIHARI
Managing Director

K G DENIM LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2013

PARTICULARS	NOTE NO.	31.03.2013	31.03.2012
		(Rs. in lakhs)	
I. Revenue from operations	18	51482.77	40007.44
II. Other Income	19	363.15	316.89
III. Total Revenue (I+II)		51845.92	40324.33
IV. Expenses:			
Cost of materials consumed	20	29708.77	24237.94
Purchases of Stock-in-Trade	21	0.06	5.37
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	(653.71)	(1011.19)
Other Manufacturing Expenses	23	11887.68	8301.30
Employee Benefits Expenses	24	2331.07	1891.17
Finance Costs	25	2576.30	2322.71
Depreciation and Amortization Expense		1191.70	1308.35
Other Expenses	26	2457.33	2164.24
Total Expenses		49499.20	39219.89
V. Profit before exceptional and extraordinary items and tax (III-IV)		2346.72	1104.44
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V-VI)		2346.72	1104.44
VIII. Extraordinary Items:		-	-
IX. Profit before tax (VII-VIII)		2346.72	1104.44
X. Tax Expense :			
(1) Current Tax		779.91	225.40
(2) MAT Credit Entitlement		10.66	(93.51)
(3) Deferred Tax		3.36	235.48
		793.93	367.37
XI. Profit for the period from continuing operations (IX-X)		1552.79	737.07
XII. Profit from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit from discontinuing operations (after tax) (XII-XIII)		-	-
XV. Profit for the period (XI + XIV)		1552.79	737.07
XVI. Earnings per equity share			
(1) Basic		6.05	2.87
(2) Diluted		6.05	2.87
Weighted Number of Equity Shares		25653905	25653905

The notes form an integral part of these financial statements

As per our report of even dated

For **GOPALAIYER AND SUBRAMANIAN**
Chartered Accountants

CA. R MAHADEVAN
Partner

Coimbatore
29th May, 2013

Membership No.27497
Firm Regn. No.000960S

KG BAALAKRISHNAN
Executive Chairman

S MUTHUSWAMY
Director & Company Secretary

B SRIRAMULU
Managing Director

B SRIHARI
Managing Director

K G DENIM LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2013

PARTICULARS	31.03.2013	31.03.2012
	(Rs.in lakhs)	
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax and extraordinary items	2346.72	1104.44
Adjustments for:		
Depreciation	1191.70	1308.35
Profit on sale of assets	0.27	0.50
Dividend Received	-0.32	-0.32
Interest Charges	2576.30	2322.71
Operating Profit before working capital changes	6114.67	4735.68
Adjustments for:		
Trade and other receivables	-1410.87	321.37
Inventories	-855.09	-1994.82
Loans & Advances	-315.56	348.25
Other Current Assets	-257.36	-197.96
Trade and other payables	2485.93	1287.59
Cash generated from operations	5761.72	4500.11
Cash flow before extraordinary items	5761.72	4500.11
Extraordinary items	-	-
Cash flow after extraordinary items	5761.72	4500.11
Income Tax	-790.57	-131.89
Net cash from operating activities	4971.15	4368.22
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Withdrawn / Sale of fixed assets	7.22	15.55
Acquisitions of fixed assets	-2868.07	-1204.63
Dividend received	0.32	0.32
Investments	20.04	-41.68
Net cash used in investing activities	-2840.49	-1230.44
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Provision for Equity Dividend	-192.40	-192.40
Distribution Tax on Equity Dividend	-31.21	-31.21
Provision for arrear of Preference Dividend	-	-200.00
Distribution Tax on Preference Dividend	-	-32.45
Long Term Borrowings from Banks	-220.28	256.22
Short Term Borrowings from Banks	1061.34	-574.11
Interest paid	-2576.30	-2322.71
Net cash used in financing activities	-1958.85	-3096.66
Net Increase in cash and cash equivalents	171.81	41.12
Cash and cash equivalents as at 1st April, 2012 (Opening Balance)	665.26	624.14
Cash and cash equivalents as at 31st March, 2013 (Closing Balance)	837.07	665.26

As per our report of even dated

For **GOPALAIYER AND SUBRAMANIAN**
Chartered Accountants

KG BAALAKRISHNAN
Executive Chairman

B SRIRAMULU
Managing Director

CA. R MAHADEVAN
Partner

S MUTHUSWAMY
Director & Company Secretary

B SRIHARI
Managing Director

Coimbatore
29th May, 2013

Membership No.27497
Firm Regn. No.000960S

K G DENIM LIMITED

NOTES TO THE FINANCIAL STATEMENTS

PARTICULARS	AS AT 31.03.2013	ASAT 31.03.2012
(Rs.in lakhs)		
Note 1 - Share Capital		
<u>Authorised</u>		
31000000 Equity Shares of Rs.10 each	3100.00	3100.00
1000000 10% Cumulative Redeemable Preference Shares of Rs.100 each	1000.00	1000.00
<u>Issued</u>		
25691305 Equity Shares of Rs.10 each	2569.13	2569.13
<u>Subscribed & Paid up</u>		
25653905 Equity Shares of Rs.10 each, fully paid	2565.39	2565.39
<u>Forfeited Shares</u>		
(Amount originally paid up)	1.12	1.12
	2566.51	2566.51

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	31.03.2013	31.03.2012
Shares outstanding at the beginning of the year 25653905 Number	2565.39	2565.39
Shares outstanding at the end of the year 25653905 Number	2565.39	2565.39

Shares in the company held by each shareholder holding more than 5 percent shares

Name of the Shareholder	31.03.2013		31.03.2012	
	No.of Shares held	% of Holding	No.of Shares held	% of Holding
Sri Kannapiran Mills Limited	3065183	11.95	3065183	11.95
Shri KG Baalakrishnan	2578560	10.05	2578560	10.05
Shri B Srihari	2231859	8.70	2231859	8.70
Shri B Sriramulu	2208659	8.61	2208659	8.61
Smt B Sathyabama	1886500	7.35	1886500	7.35

Terms and Conditions of Equity Shares :

The Company has only one class of Equity Shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share.

In the event of liquidation the Equity Shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion of their shareholding.

There are no shares allotted as fully paid without payments being received in cash, bonus shares or shares bought back.

Note 2 - Reserves and Surplus

a. Securities Premium Reserves		
Opening Balance	444.44	444.44
Add : Addition / Deductions	-	-
Closing Balance	444.44	444.44
b. Other Reserves		
General Reserve		
Opening Balance	1555.71	1555.71
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	1555.71	1555.71
c. Surplus		
Opening Balance	432.71	151.70
(+) Net Profit for the current year	1552.79	737.07
(+) Transfer from Reserves	-	-
(-) Proposed Equity Dividend	192.40	192.40
(-) Tax on Proposed Equity Dividend	31.21	31.21
(-) Arrears of Preference Dividend	-	200.00
(-) Tax on Preference Dividend	-	32.45
(-) Transfer to Reserves	-	-
Closing Balance	1761.89	432.71
Total	3762.04	2432.86

Dividend proposed to be distributed to Equity Shareholders is Rs.0.75 (Previous Year - Rs.0.75) per Equity Share.

K G DENIM LIMITED

PARTICULARS	AS AT 31.03.2013	AS AT 31.03.2012
(Rs.in lakhs)		
Note 3 - Long-Term Borrowings		
<u>Secured</u>		
(a) Term Loans		
Indian Rupee Loan	-	-
From Banks (Secured)	4193.24	4420.27
(b) Long term maturities of finance lease obligations		
(Secured by Vehicles on Hire Purchase Loan)	23.21	16.46
There is no case of continuing default as on the Balance Sheet date in repayment of loans and interest		
Total	4216.45	4436.73

Security Clause

Bank borrowings of Term Loan and Working Capital Limits

Term loans from Indian Bank (IB), Bank of India (BOI) and Indian Overseas Bank (IOB) are secured by first pari passu charge on (a) all immovable properties situated in (i) 102.1897 acres of land at Jadayampalayam, Alangombu and Karamadai villages in Mettupalayam Taluk, Coimbatore District, Tamil Nadu and (ii) 2155.62 sq. meters of land at Amdha Village, Dharampur Taluk, Valsad District, Gujarat through equitable mortgage created with Indian Bank and (b) all plant and machineries including machineries and other movable fixed assets (excluding vehicles charged to financiers) acquired for the Expansion cum Diversification Scheme (ECDS) and New Capex Plan through Deed of Hypothecation.

Term loan from State Bank of Hyderabad and Term loan I from State Bank of India are secured by a first pari passu charge on (a) immovable properties in 48.5872 acres of land at Jadayampalayam, Alangombu and Karamadai Village in Mettupalayam Taluk, Coimbatore District, Tamil Nadu and (b) all plant and machineries and other movable assets (excluding vehicles charged to financiers) acquired for the Expansion cum Diversification Scheme (ECDS) through Deed of Hypothecation.

Term loan II from State Bank of India is secured by a first pari passu charge on all plant and machineries acquired for the Modernisation cum Expansion Scheme (MCES) through Deed of Hypothecation.

Indian Bank is holding the original title deeds on its own behalf and on behalf of other Banks. Term loans are also guaranteed by Shri KG Baalakrishnan, Executive Chairman.

Indian Bank has three Term loans outstanding - Term loan I for Rs.375.46 lakhs, Term loan II for Rs.122.54 lakhs and Term Loan III for Rs.145.55 lakhs (Previous year Rs.751.22 lakhs, Rs.224.27 lakhs & Nil). Term loan I is repayable in 32 quarterly installments commencing from 05.04.2007. Last Installment is due on 05.01.2015. Rate of Interest 13.25 % p.a. as at year end. (Previous year 14.00 % p.a.). Term Loan II is repayable in 90 monthly installments commencing from 15.10.2007. Last Installment is due on 15.03.2015. Rate of Interest 13.75 % p.a. as at year end. (Previous year 14.75 % p.a.). Term Loan III is repayable in 60 monthly installments commencing from 01.09.2013. Last installment is due on 01.08.2018. Rate of Interest 14.00% p.a. as at year end.

Bank of India has three Term loans outstanding : Term loan I for Rs.317.90 lakhs, Term loan II for Rs.92.39 lakhs & Term Loan III for Rs.974.53 lakhs (Previous year Rs.685.45 lakhs, Rs.195.72 lakhs & Nil). Term loan I is repayable in 32 quarterly installments commencing from 07.04.2007. Last Installment is due on 07.01.2015. Rate of Interest 14.50% p.a. as at year end. (Previous year 14.75% p.a.). Term loan II is repayable in 87 monthly installments commencing from 15.10.2007. Last Installment is due on 15.12.2014. Rate of Interest 14.50% p.a. as at year end. (Previous year 14.75% p.a.). Term Loan III is repayable in 60 monthly installments commencing from 01.07.2014. Last installment is due on 01.06.2019. Rate of Interest 14.50% p.a. as at year end.

State Bank of India has two Term loans outstanding: Term loan I for Rs.269.43 lakhs & Term loan II for Rs.949.33 lakhs (Previous year Rs.539.79 lakhs & Rs.524.63 lakhs). Term loan I is repayable in 31 quarterly installments commencing from 08.09.2007. Last Installment is due on 08.03.2015. Rate of Interest 14.50% p.a. as at year end. (Previous year 14.50% p.a.). Term loan II is repayable in 60 monthly installments commencing from 01.04.2013. Last Installment is due on 01.03.2018. Rate of Interest 14.40% p.a. as at year end. (Previous year 14.50% p.a.).

State Bank of Hyderabad has One Term loan for Rs.249.05 lakhs (Previous year Rs.539.59 lakhs). Term loan is repayable in 29 quarterly installments commencing from 21.09.2007. Last Installment is due on 21.03.2015. Rate of Interest 14.25% p.a. as at year end. (Previous year 15.50% p.a.).

Indian Overseas Bank has two Term loans: Term loan I for Rs.295.36 lakhs (Previous year is Rs.400.00 lakhs) is repayable in 20 quarterly installments commencing from 19.06.2012. Last Installment is due on 19.03.2017. Rate of Interest 14.50% p.a. as at year end. (Previous year 14.75% p.a.) and Term loan II for Rs.401.69 lakhs (Previous year Rs.559.60 lakhs) is repayable in 60 monthly installments commencing from 28.04.2012. Last Installment is due on 28.03.2017. Rate of Interest 14.75% p.a. as at year end. (Previous year 14.75% p.a.).

K G DENIM LIMITED

PARTICULARS	AS AT 31.03.2013	ASAT 31.03.2012
(Rs.in lakhs)		
Note 4 - Deferred Tax Liabilities (Net)		
Value of Depreciation as per books of accounts & IT purpose (DT Liability)	1302.00	1298.65
Less: Carried forward loss (Deferred Tax Assets)	-	-
Net Deferred Tax Liability	<u>1302.00</u>	<u>1298.65</u>
Note 5 - Other Long -Term Liabilities		
(a) Trade Payables	-	-
(b) Others	-	-
(i) Buyer's Credit for Capital Goods	254.96	211.90
(ii) Inter Corporate Deposits	-	400.00
Total	<u>254.96</u>	<u>611.90</u>
Note 6 - Long-Term Provisions		
(a) Provision for employee benefits Gratuity (unfunded)	226.22	188.61
(b) Others	-	-
Total	<u>226.22</u>	<u>188.61</u>
Note 7 - Short-Term Borrowings		
Secured		
(a) Loans repayable on demand Working Capital Loan from Banks (Secured)	5638.23	4576.89
There are no cases of default in repayment of loan and interest as on date of Balance Sheet		
Total	<u>5638.23</u>	<u>4576.89</u>
Working capital facilities from Indian Bank Consortium (Indian Bank, Bank of India, Allahabad Bank and State Bank of India) are secured by a first pari passu charge on the whole of the current assets through Deed of Hypothecation and second pari passu charge on (a) all the immovable properties situated in (i) 102.1897 acres of land at Jadayampalayam, Alangombu and Karamadai Villages in Mettupalayam Taluk, Coimbatore District, Tamil Nadu and (ii) 2155.62 sq. meters of land at Amdha Village, Dharampur Taluk, Valsad District, Gujarat through equitable mortgage created with Indian Bank and (b) all plant and machineries (excluding vehicles charged to financiers) through Deed of Hypothecation. The entire working capital facilities are also guaranteed by Shri KG Baal Krishnan, Executive Chairman.		
Note 8 - Other Current Liabilities		
(a) Current maturities of long-term debt-Secured (See Note 3)	1828.28	1353.20
(b) Current maturities of finance lease obligations	47.79	36.85
(c) Interest accrued and due on borrowings	55.42	61.96
(d) Customer Credit Balance	147.54	69.35
(e) Security Deposits	3.30	3.30
(f) Duties and Taxes	77.91	48.69
(g) Creditors for Capital Goods	176.55	47.61
(h) Unpaid (Unclaimed) Equity Dividend	10.12	-
(i) Credit Balance in Scheduled Banks(Current Account)	64.73	138.73
Total	<u>2411.64</u>	<u>1759.69</u>
Note 9 - Short-Term Provisions		
(a) Provision for employee benefits Gratuity (unfunded)	12.49	11.04
(b) Others		
Income Tax Provision (Net of Advance Tax)	-	25.66
Wealth Tax Provision	2.70	2.53
Proposed Equity Dividend	192.40	192.40
Tax on Proposed Equity Dividend	31.21	31.21
Arrear of Preference Dividend	-	200.00
Tax on Preference Dividend	-	32.45
Total	<u>238.80</u>	<u>495.29</u>

K G DENIM LIMITED

Note 10 - Fixed Assets

(Rs. in lakhs)

Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION					NET BLOCK		
	Balance as at 1st April, 2012	Additions	Disposals	Brought into use	Balance as at 31st March, 2013	Balance as at 1st April, 2012	Depreciation charge for the year	Adjustment due to revaluations	On Disposals	Balance as at 31st March, 2013	Balance as at 31st March, 2013	Balance as at 31st March, 2012
(a) Tangible Assets												
Land	390.69	-	-	-	390.69	-	-	-	-	-	390.69	390.69
Buildings	2882.84	521.65	-	-	3404.49	816.63	91.37	-	-	908.00	2496.49	2066.21
Plant & Equipment	17056.02	2367.88	4.77	-	19419.13	10930.01	988.95	-	-	11918.96	7500.17	6126.01
Electrical Machinery	946.58	30.48	-	-	977.06	568.06	45.64	-	1.26	612.44	364.62	378.52
Furniture & Fixtures	132.18	9.33	-	-	141.51	60.52	7.91	-	-	68.43	73.08	71.66
Vehicles	339.95	79.67	20.03	-	399.59	153.21	29.31	-	16.05	166.47	233.12	186.74
Office Equipment	473.39	43.45	-	-	516.84	347.85	28.52	-	-	376.37	140.47	125.54
Others (specify nature)	-	-	-	-	-	-	-	-	-	-	-	-
Total	22221.65	3052.46	24.80	-	25249.31	12876.28	1191.70	-	17.31	14050.67	11198.64	9345.37
Previous Year	21622.36	644.27	44.98	-	22221.65	11596.85	1308.35	-	28.92	12876.28	9345.37	10025.51
(b) Intangible Assets												
Total												
(c) Capital work in Progress												
Total	663.81	1300.62	-	1485.02	479.41	-	-	-	-	-	479.41	663.81
Previous Year	103.43	739.98	-	179.60	663.81	-	-	-	-	-	663.81	103.43
Grand Total	22885.46	4353.08	24.80	1485.02	25728.72	12876.28	1191.70	-	17.31	14050.67	11678.05	10009.18
Previous Year	21725.79	1384.25	44.98	179.60	22885.46	11596.85	1308.35	-	28.92	12876.28	10009.18	10128.94

Note: Building includes Prayer Hall and Gold Plating thereon of Rs. 132.69 lakhs in Gross Block, Rs. 14.06 lakhs in Depreciation Block and Rs. 118.63 lakhs in Net Block (Previous Year Rs. 132.69 lakhs in Gross Block, Rs. 11.90 lakhs in Depreciation Block and Rs. 120.79 lakhs in Net Block).

Furniture & Fittings includes Prayer Hall of Rs. 13.89 lakhs in Gross Block, Rs. 4.50 lakhs in Depreciation Block and Rs. 9.39 lakhs in Net Block (Previous Year Rs. 13.89 lakhs in Gross Block, Rs. 3.63 lakhs in Depreciation Block and Rs. 10.26 lakhs in Net Block)

Note 11 - Non-Current Investments

31.03.2013

Rs. in lakhs

31.03.2012

A Non-Trade Investments

Equity (Quoted)

- i Allahabad Bank - 5,265 Equity Shares of Rs.10/- each

4.32

4.32

Total-A

4.32

4.32

B Equity Investments

I Trade Investments (Subsidiary Companies)

- i Trigger Apparels Limited-Wholly Owned Subsidiary

20,00,000 Equity Shares of Rs.10/- each-Un quoted

200.00

200.00

- ii KG Denim (USA) Inc.-Wholly Owned Subsidiary-Un quoted

0.38

0.36

Sub-total

200.38

200.36

II Trade Investments (Associates)

- i KG Fabriks Limited

32,70,000 Equity Shares of Rs.10/- each-Un quoted

327.00

327.00

- ii Sri Kannapiran Mills Limited

4,588 Equity Shares of Rs.10/- each-Quoted

0.46

0.46

Sub-total

327.46

327.46

III Trade Investments (Others)

- i Clover Energy Private Limited

1,64,750 Equity Shares of Rs.10/- each-Un quoted
(Previous Year 3,81,700 Equity Shares of Rs.10/-)

16.47

38.17

- ii TVH Energy Resource Pvt. Limited

30,000 Equity Shares of Rs.10/- each-Un quoted

3.00

3.00

- iii Prakash Power Pvt. Limited

4,420 Equity Shares of Rs.10/- each-Un quoted

0.44

-

- iv I Energy Winds Farms (Theni) P Limited

2,003 Equity Shares of Rs.10/- each-Un quoted

0.20

-

- v Cotton Sourcing Company Limited

10,000 Equity Shares of Rs.10/- each-Un quoted

1.00

-

Sub-total

21.11

41.17

Total (B - I+II+III)

548.95

568.99

Grand Total (A+B)

553.27

573.31

Less : Provision for diminution in the value of investments

Total

553.27

573.31

Aggregate amount of quoted investments

4.78

4.78

Market value of quoted investments

7.12

10.27

Aggregate amount of unquoted investments

548.49

568.53

K G DENIM LIMITED

PARTICULARS	AS AT 31.03.2013	ASAT 31.03.2012
(Rs. in lakhs)		
Note 12 - Long-Term Loans and Advances		
a. Capital Advances		
Advance for Capital Goods-Un secured considered good	296.17	341.00
Others	-	-
	<u>296.17</u>	<u>341.00</u>
b. Security Deposits		
Security Deposits - Un secured considered good	61.62	52.39
	<u>61.62</u>	<u>52.39</u>
c. Loans and advances to related parties		
Advance to Subsidiary company-KG Denim (USA) Inc. - Un secured considered good	3.38	2.86
	<u>3.38</u>	<u>2.86</u>
Total	<u>361.17</u>	<u>396.25</u>

Note 13 - Inventories

a. Raw Materials	4141.34	3625.95
Goods-in transit-Grey Fabrics	-	234.11
	<u>4141.34</u>	<u>3860.06</u>
b. Work-in-progress	1629.44	1176.34
Goods-in transit	-	-
	<u>1629.44</u>	<u>1176.34</u>
c. Finished Goods	4156.46	4104.42
Goods-in transit-Fabrics	582.38	433.81
	<u>4738.84</u>	<u>4538.23</u>
d. Stock-in-trade	-	-
Goods-in transit	-	-
	<u>-</u>	<u>-</u>
e. Stores and Spares	517.88	602.58
Goods-in transit	-	-
	<u>517.88</u>	<u>602.58</u>
f. Others (Specify nature)		
Stock of Waste	10.03	5.23
	<u>10.03</u>	<u>5.23</u>
Total	<u>11037.53</u>	<u>10182.44</u>

Mode of Valuation : Refer Note 27.2 in Significant Accounting Policies

Details of Raw Materials

Cotton	160.30	397.56
Yarn	1542.66	1664.75
Grey Fabric / Fabric	1221.03	824.33
Fibre	801.54	420.82
Chemicals	341.27	264.17
Accessories	74.54	54.32
Total	<u>4141.34</u>	<u>3625.95</u>

K G DENIM LIMITED

PARTICULARS	AS AT 31.03.2013	ASAT 31.03.2012
	(Rs. in lakhs)	
Details of Work-in-process		
Cotton Yarn and Processed Fabric	1522.10	1079.66
Fibre Yarn and Processed Fabric	107.34	96.68
Total	<u>1629.44</u>	<u>1176.34</u>
Details of Finished Goods		
Fabric	2928.61	3512.03
Garments	687.10	217.68
Home Textiles	449.79	311.02
Terry Towels	90.96	63.69
Total	<u>4156.46</u>	<u>4104.42</u>
Note 14 - Trade Receivables		
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	95.26	90.29
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	3690.55	2284.65
Total	<u>3785.81</u>	<u>2374.94</u>
Note 15 - Cash and Cash Equivalents		
a. Balances with banks	160.58	141.46
b. Cheques, drafts on hand	-	16.91
c. Cash on hand	7.31	9.15
d. Other Bank Balances		
Unclaimed Dividend Account	10.12	-
e. Others		
EEFC Deposits	0.80	0.78
Margin Money Deposits	658.26	496.96
Total	<u>837.07</u>	<u>665.26</u>

K G DENIM LIMITED

PARTICULARS	AS AT 31.03.2013	AS AT 31.03.2012
	(Rs.in lakhs)	
Note 16 - Short-term loans and advances		
Unsecured, considered good		
Advance Recoverable in Cash or in kind or for value to be received		
For Material Purchase	1378.25	954.99
For Expenses / Others	144.57	91.30
For Duties & Taxes	186.67	329.06
Prepaid Expenses	153.73	137.23
Total	<u>1863.22</u>	<u>1512.58</u>
Note 17 - Other Current Assets		
Export Incentives Receivable	1011.91	708.22
Excise Claim Receivable	34.19	34.19
Interest Subsidy from Govt. Agencies	112.21	158.27
Interest Receivable	6.97	7.24
Total	<u>1165.28</u>	<u>907.92</u>
	31.03.2013	31.03.2012
	(Rs.in lakhs)	
Note 18 - Revenue from Operations		
Sale of Products	50492.71	38354.08
Sale of Services - Job Work	560.78	1346.95
Other Operating Revenues : Waste Cotton / Yarn / Accessories Sales	433.79	364.55
<u>Less:</u>		
Excise Duty	4.51	58.14
Total	<u>51482.77</u>	<u>40007.44</u>
Details of Sale of Products		
Fabrics	38578.00	31933.56
Garments	4396.43	2995.54
Home Textiles	6343.42	3177.29
Terry Towel	1174.86	247.69
Total	<u>50492.71</u>	<u>38354.08</u>
Note 19 - Other Income		
Interest Income	59.23	48.75
Interest Subsidy received	221.05	232.04
Dividend Income	0.32	0.32
Lease Rent Receipts (TDS Rs.38,400)	3.84	-
Insurance Claim Received	20.24	8.60
Exchange Gain on Export Sales	23.92	21.55
Other non-operating income (net of expenses directly attributable to such income)	34.55	5.63
Total	<u>363.15</u>	<u>316.89</u>

K G DENIM LIMITED

PARTICULARS	31.03.2013	31.03.2012
Note 20 - Cost of Materials Consumed		
	(Rs. in lakhs)	
Opening Stock	3860.06	3039.62
Purchases	29990.05	25058.38
Sub-total	<u>33850.11</u>	<u>28098.00</u>
Less : Closing Stock	4141.34	3860.06
Raw Materials Consumed	<u>29708.77</u>	<u>24237.94</u>
Imported and Indigenous Raw Materials consumed		
Imported	2906.24	1909.44
Indigenous	26802.53	22328.50
Total	<u>29708.77</u>	<u>24237.94</u>
Details of Raw Material Consumed		
Cotton	3313.81	4178.62
Yarn	13083.59	11657.57
Fibre	1198.23	504.13
Fabrics	7431.21	4277.92
Chemicals	3734.78	3021.20
Accessories	947.15	598.50
Total	<u>29708.77</u>	<u>24237.94</u>
Note 21 - Purchases of Stock-in-Trade		
Garments Purchase	0.06	5.37
Total	<u>0.06</u>	<u>5.37</u>
Note 22 - Changes in Inventories of Finished Goods Work-in-Progress and Stock-in-Trade		
Opening Stock :		
Work-in-Process	1176.34	1172.95
Finished Goods	4538.23	3530.43
Traded Items	-	-
	<u>5714.57</u>	<u>4703.38</u>
Closing Stock :		
Work-in-Process	1629.44	1176.34
Finished Goods	4738.84	4538.23
Traded Items	-	-
	<u>6368.28</u>	<u>5714.57</u>
Total	<u>(653.71)</u>	<u>(1011.19)</u>
Note 23 - Other Manufacturing Expenses		
(a) Power & Fuel	3989.10	3422.64
(b) Consumptions of Stores & Spare Parts	717.07	458.92
(c) Processing Charges	5599.66	3280.26
(d) Repairs & Maintenance		
For Plant & Machinery	1122.26	659.80
For Buildings	164.52	128.32
For Others	295.07	351.36
Total	<u>11887.68</u>	<u>8301.30</u>
Imported and Indigenous Stores & Spare Parts Consumed		
Imported	282.43	173.48
Indigenous	434.64	285.44
Total	<u>717.07</u>	<u>458.92</u>

K G DENIM LIMITED

PARTICULARS	31.03.2013	31.03.2012
Note 24 - Employee Benefits Expenses		(Rs. in lakhs)
(a) Salaries and Wages	1922.79	1589.94
(b) Salaries-Managing Directors/Whole Time Directors	156.76	68.35
(c) Contributions to Provident Fund and Other Funds	83.18	67.75
(d) Gratuity as per Actuarial Valuation	46.69	33.22
(e) Staff Welfare Expenses	121.65	131.91
Total	<u>2331.07</u>	<u>1891.17</u>
Note 25 - Finance Costs		
Interest Expense	2238.96	1987.35
Other Borrowing Costs	333.67	331.78
Applicable Net Gain/Loss on Foreign Currency Transactions and Translation	3.67	3.58
Total	<u>2576.30</u>	<u>2322.71</u>
Note 26 - Other Expenses		
Rent	56.10	51.54
Insurance	83.97	79.89
Rates and Taxes, excluding, Taxes on Income	75.63	46.10
Payments to the Auditor as		
a) As Auditor	2.25	2.00
b) For Taxation Matters	0.67	1.21
c) For Other Services	1.28	1.64
Legal, Professional & Consultancy Charges	30.60	33.20
Printing and Stationery	58.70	26.27
Postage, Telegrams and Telephones	120.28	114.43
Travelling Expenses and Maintenance of Vehicles	314.55	273.20
Director Sitting Fees	3.40	3.50
Software Maintenance Expenses	42.90	39.19
Brokerage	17.51	26.46
Commission on Sales	411.64	392.17
Discount on Sales	271.52	250.23
Selling Expenses	352.74	305.35
Freight Outwards	400.83	222.87
Exchange Loss on Export Sales	21.50	25.49
Prayer Hall Repairs and Maintenance	33.67	16.86
Bad Debts Written Off	12.78	119.75
Miscellaneous Expenses	144.54	132.39
Loss on Sale of Fixed Assets	0.27	0.50
Total	<u>2457.33</u>	<u>2164.24</u>

K G DENIM LIMITED

NOTE 27

SIGNIFICANT ACCOUNTING POLICIES

27.1 DISCLOSURE AND BASIS OF ACCOUNTING

- a) The financial statements have been prepared under the historical cost convention which is in accordance with the generally accepted accounting principles and provisions of the Companies Act, 1956. The Company has complied with the Accounting Standards prescribed by the Institute of Chartered Accountants of India and as referred u/s 211 (3C) of the Companies Act, 1956.
- b) The Company has been consistently following the accrual basis of accounting in respect of its Income and Expenditure.
- c) The Accounts are prepared on the basis of going concern concept.
- d) The presentation of financial statements require estimates and assumptions to be made which affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenue and expenditure during the reporting period.

27.2 VALUATION OF INVENTORIES

Inventories are valued at the lower of cost and net realizable value. Waste stock is valued at net realizable value. The cost formula used for different inventories are as follows.

- | | | |
|--|---|----------------------------------|
| i) Cotton | - | On specific identification basis |
| ii) Grey Fabrics, Chemicals, Stores & Spares | - | At weighted average cost. |
| iii) Yarn, Finished Goods & Process Stock | - | At average cost. |

27.3 CASH FLOW STATEMENT

The Cash Flow Statement is prepared under indirect method as per the Institute of Chartered Accountants of India guidelines.

27.4 CONTINGENT LIABILITY

- a) Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.
- b) Contingent liability in respect of show cause notice received are considered only when they are converted into demand.

27.5 NET PROFIT FOR THE PERIOD AND PRIOR PERIOD ITEMS

- a) All items of income and expenses pertaining to the year are included in arriving at the net profit for the period unless specifically mentioned elsewhere in the financial statement or as required by Accounting Standards.
- b) Prior period items are disclosed separately in the Statement of Profit & Loss .

K G DENIM LIMITED

27.6 DEPRECIATION ACCOUNTING

Depreciation on fixed assets has been provided under straight line method at the rates prescribed in Schedule XIV of the Companies Act, 1956. The Company uses both continuous process machines and general plant & machinery and other assets for which the respective applicable rates of depreciation as prescribed under Schedule XIV have been adopted.

27.7 RESEARCH AND DEVELOPMENT

Revenue expenditure, including overheads on Research and Development is charged out as an expense through the natural heads of account in the year in which incurred.

27.8 REVENUE RECOGNITION

- a) Revenue from sale transactions is recognized as and when the property in the goods sold is transferred to the buyer for a definite consideration and there is no uncertainty regarding the amount of consideration or collectability.
- b) Sales are reported at net of Sales Tax and Cess.
- c) Export sales are accounted inclusive of export benefits.
- d) Export incentives under DEPB license are accounted on accrual basis.
- e) Other incomes are also accounted on accrual basis.

27.9 ACCOUNTING FOR FIXED ASSETS

Fixed Assets are stated at cost of acquisition and / or construction. All costs relating to acquisition and installation of fixed assets are capitalized.

27.10 FOREIGN CURRENCY / CONVERSION / TRANSACTIONS

The export sales are converted at rates prevailing on the date of transaction, on the date of negotiation of export bills which approximates the actual rate prevailing on the date of the transaction and/or at forward contract rate, as the case may be. Foreign Currency liabilities are converted at the exchange rate prevailing on the last working day of the accounting year and/or on the forward Contractual rate, if so applicable. The net variation arising on account of such conversion in case of liabilities incurred for acquisition of fixed assets and other variations are charged to the statement of profit and loss. Monetary assets are converted at the exchange rate prevailing on the last day of the accounting year.

27.11 ACCOUNTING FOR INVESTMENTS

Long term investments are shown at cost. Permanent diminution in value, if any, will be written off in the year of diminution.

27.12 ACCOUNTING FOR EMPLOYEE RETIREMENT BENEFITS

- a) Contribution to Provident Fund has been made to the respective authorities.
- b) Short term employee benefits (other than termination benefits) which are payable within 12 months after the end of the period in which the employees render service are accounted on accrual basis. Company's contributions paid / payable during the year to Provident Fund and ESIC are recognized in the statement of profit and loss. All leave encashment dues for the year are settled within the same year.
- c) Gratuity liability as per the Actuarial Valuation has been provided in the accounts as at the year end.

27.13 BORROWING COSTS

Borrowing costs that are attributable to the acquisition of construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

K G DENIM LIMITED

27.14 RELATED PARTY DISCLOSURES

The related party transactions are disclosed in the notes on accounts as per the Institute of Chartered Accountants of India guidelines.

27.15 EARNING PER SHARE

The Earnings considered in ascertaining the Company's earnings per share comprises of Net Profit after tax and includes post tax adjustments, prior period and extra-ordinary items.

27.16 ACCOUNTING FOR TAXES ON INCOME

Deferred tax arising out of timing differences between book and tax profits is accounted under liability method at current rate of tax to the extent the timing difference is to be crystallized.

27.17 RECOGNITION OF IMPAIRMENT OF ASSETS

The company recognises impairment losses in the year in which the assets are identified as impaired: Impairment losses are measured as the excess of carrying amount of an asset over its recoverable amount. The recoverable amount of an asset is the higher of an asset's net selling price and its value in use.

NOTE 28

CONTINGENT LIABILITY

	2012 - 2013	2011 - 2012
	(Rs.in Lakhs)	
a) Bills discounted with banks	4047.88	3315.97
b) Estimated amount of contracts remaining to be executed in capital account and not provided for	958.48	735.52
c) Disputed Excise / Customs Duties	631.05	641.82
d) Disputed Income Tax	154.00	154.00
e) Guarantees given to Bank for loan to subsidiary	651.00	651.00
f) Guarantees given on behalf of Associates for fulfillment of their Export obligation under EPCG Scheme	300.00	300.00

NOTE 29

The Company has investment of Rs.200 lakhs in the shares of M/s Trigger Apparels Limited (TAL), a wholly owned subsidiary of the company. Further the company has receivables to the extent of Rs.1398 lakhs recoverable from TAL. The networth of TAL has eroded due to trading losses, However, considering the fact that the investment is strategic in nature and steps being taken by the company to improve the performance of TAL, no provision is considered necessary by the management for both diminution in value of shares and receivable.

K G DENIM LIMITED

NOTE 30 : GRATUITY

In accordance with the revised Accounting Standard AS - 15, details of actuarial provision are given below which is certified by the actuary and relied upon by the auditors though the company has provided the liability in accounts, to meet its liability from internal generation.

I.	Principal Actuarial Assumptions (Expressed as weighted averages)	31.03.2013	31.03.2012
	Discount Rate	8.10 %	8.60 %
	Salary Escalation Rate	8.00 %	8.00 %
	Attrition Rate	5.00 %	5.00 %
	Expected Rate of Return on Plan Assets	0.00 %	0.00 %
II.	Changes in the present value of the obligation (PVO) -	(Rs.lakhs)	(Rs.lakhs)
	Reconciliation of Opening and Closing Balances		
	PVO as at the beginning of the period	199.66	170.96
	Interest Cost	16.84	13.42
	Current Service Cost	45.74	38.26
	Past Service Cost - (Non Vested Benefits)	0	0
	Past Service Cost - (Vested Benefits)	0	0
	Benefits Paid	(7.64)	(6.41)
	Actuarial Loss / (Gain) on obligation (Balancing Figure)	(15.89)	(16.57)
	PVO as at the end of the period	238.71	199.66
III.	Changes in the fair value of plan assets -	(Rs.lakhs)	(Rs.lakhs)
	Reconciliation of Opening and Closing Balances		
	Fair Value of plan assets as at the beginning of the period	0	0
	Expected return on plan assets	0	0
	Contributions	7.64	6.41
	Benefits Paid	(7.64)	(6.41)
	Actuarial Gain / (Loss) on plan assets (Balancing Figure)	0	0
	Fair Value of plan assets as at the end of the period	0	0
IV.	Actual return on plan assets	(Rs.lakhs)	(Rs.lakhs)
	Expected return on plan assets	0	0
	Actuarial Gain / (Loss) on plan assets	0	0
	Actual return on plan assets	0	0
V.	Actuarial Gain / Loss recognised	(Rs.lakhs)	(Rs.lakhs)
	Actuarial Gain / (Loss) for the period - Obligation	15.89	16.57
	Actuarial Gain / (Loss) for the period - plan assets	0	0
	Total Gain / (Loss) for the period	(15.89)	(16.57)
	Actuarial Gain / (Loss) recognised in the period	(15.89)	(16.57)
	Unrecognised actuarial (Gain) / Loss at the end of the year	0	0
VI.	Amounts recognised in the balance sheet and related analyses	(Rs.lakhs)	(Rs.lakhs)
	Present Value of the obligation	238.71	199.66
	Fair Value of plan assets	0	0
	Difference	238.71	199.66
	Unrecognised transitional liability	0	0
	Unrecognised past service cost-non vested benefits	0	0
	Liability recognised in the balance sheet	238.71	199.66
VII.	Expenses recognised in the statement of profit and loss	(Rs.lakhs)	(Rs.lakhs)
	Current Service Cost	45.74	38.26
	Interest Cost	16.84	13.42
	Expected return on plan assets	0	0
	Net actuarial (Gain) / Loss recognised in the year	(15.89)	(16.57)
	Transitional Liability recognised in the year	0	0
	Past Service Cost - Non-Vested Benefits	0	0
	Past Service Cost - Vested Benefits	0	0
	Expenses recognised in the statement of profit and loss	46.69	35.11
VIII.	Movements in the Liability recognised in the balance sheet	(Rs.lakhs)	(Rs.lakhs)
	Opening net liability	199.66	170.96
	Expense as above	46.69	35.11
	Contribution paid	(7.64)	(6.41)
	Closing net liability	238.71	199.66

K G DENIM LIMITED

Annexure to Notes on Accounts :

	31.03.2013	31.03.2012
	(Rs. in lakhs)	
31 Value of Imports on CIF basis		
I Raw Materials	1433.26	1124.21
II Chemicals	1054.90	660.82
III Spares & Components	700.51	297.89
IV Capital Goods	<u>1051.61</u>	<u>434.04</u>
	<u>4240.28</u>	<u>2516.96</u>
32 Expenditure in Foreign Currency		
Commission	314.22	341.67
Advertisement and Trade Fair	46.58	55.84
Traveling etc.,	58.65	36.02
Testing Charges	4.39	9.66
Office Rent	<u>14.24</u>	<u>13.93</u>
	<u>438.08</u>	<u>457.12</u>
33 Earnings in Foreign Currency (FOB)		
Export of goods on Direct Export	18331.42	14769.42

34.1 Accounting Standard AS - 18 on "Related Party Disclosure"

(Rs. in lakhs)

Particulars	2012-2013				2011-2012			
	Subsidiary	Associates	Key Management Personnel	Relative of Key Management Personnel	Subsidiary	Associates	Key Management Personnel	Relative of key Management Personnel
Purchase of goods	6.93	14.80	-	-	11.24	13.09	-	-
Sale of goods	1555.26	68.26	-	-	759.67	43.50	-	-
Processing Charges paid	-	1733.82	-	-	-	1444.26	-	-
Service Charges paid	-	42.87	-	-	-	39.15	-	-
Processing Charges Received	178.49	32.05	-	-	211.55	-	-	-
Investments	-	-	-	-	-	0.46	-	-
Loans and advances paid	0.51	-	-	-	0.66	-	-	-
Managerial Remuneration	-	-	156.76	-	-	-	70.00	-

K G DENIM LIMITED

34.2 Balance outstanding as on 31.03.2013

(Rs.in lakhs)

Particulars	2012-13				2011-2012			
	Subsidiary	Associates	Key Management Personnel	Relative of Key Management Personnel	Subsidiary	Associates	Key Management Personnel	Relative of key Management Personnel
Debtors	1397.65	45.93	-	-	728.55	15.87	-	-
Creditors	-	173.13	-	-	-	416.63	-	-
Investments	200.38	327.46	-	-	200.36	327.46	-	-
Loans and advances	3.37	-	-	-	2.86	-	-	-

35 Segment Reporting: The Company operates as single reportable segment as Textiles. Hence, no separate segment reporting arises.

36 Pursuant to the Accounting Standard (AS-29) - Provisions, Contingent Liabilities and Contingent Assets, the disclosure relating to provisions made in the accounts for the year ended 31st March 2013 is as follows:

(Rs.in lakhs)

Particulars	Provision for Income Tax		Provision for Wealth Tax		Provision for Gratuity	
	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12
Opening Balance	25.66	52.44	2.52	0.61	199.65	170.96
Additions	779.91	225.40	2.70	2.52	46.69	35.11
Utilisation/Adv Tax						
Adjustments	805.57	252.18	-	-	7.63	6.42
Reversals	-	-	2.52	0.61	-	-
Closing Balance	-	25.66	2.70	2.52	238.71	199.65
Provided as Long Term Liability	-	-	-	-	226.22	188.61
Provided as Short Term Liability	-	-	-	-	12.49	11.04

37 a. Trade payables referred under Current Liability to Small Scale Industrial Units is complied on the information made available to the Company. (includes dues of Rs.40.39 lakhs of more than 30 days and exceeding Rs.1 lakh to the following parties; Sri Abirami Tubes Rs.13.90 lakhs, Nava Bharath Packaging Rs.5.76 lakhs, Acme Textiles Rs.4.59 lakhs, Asmaco Inds Rs.13.80 lakhs, Royal Packaging Rs.2.34 lakhs & Sapphire Packaging Rs.0.40 lakhs).

b. In the absence of necessary information with the company, relating to the registration status of suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 the information required under the said Act could not be complied and disclosed.

38 The Company has assessed the recoverable value of its assets and which is higher than the carrying value, hence provision for impairment does not arise for the period.

39 The company has opted for full excise duty exemption on its products except garments. Hence no liability for duty arises and no Cenvat benefit claimed on inputs for such goods. The opening and closing stock consequently does not bear any liability for excise duty for such goods. Excise Duty has been paid on local sale of garments bearing excise duty liability is there as on Balance Sheet date.

40 Previous year's figures have been regrouped wherever necessary.

41 Figures have been rounded off to the nearest Lakhs.

As per our report of even dated

For **GOPALAIYER AND SUBRAMANIAN**
Chartered Accountants

KG BAALAKRISHNAN
Executive Chairman

B SRIRAMULU
Managing Director

CA. R MAHADEVAN
Partner

S MUTHUSWAMY
Director & Company Secretary

B SRIHARI
Managing Director

Coimbatore
29th May, 2013

Membership No.27497
Firm Regn. No.000960S

K G DENIM LIMITED

Statement Pursuant to Section 212 of the Companies Act, 1956 Relating to Subsidiary Company

1	Name of Subsidiary Company	Trigger Apparels Ltd.	KG Denim (USA) Inc.	
2	The Financial Year of the Subsidiary Companies ended on	31.03.2013	31.03.2013	
3	Date from which they became Subsidiary Companies	07.09.2005	06.07.2005	
4	a	Number of shares held by K G Denim Ltd. in the Subsidiary as at the end of the financial year of the Subsidiary	2000000 Equity Shares @ Rs.10/- each	700 Nos shares of Common Stock with no par value
	b	Extent of Interest of holding Company at the end of the financial year of the Subsidiary Companies	100%	100%
5	Net Aggregate amount, so far as it concerns members of K G Denim Ltd and is not dealt with in the Company's accounts, of the Subsidiary's Profit\Losses			
	a	Profit for the Subsidiary's Financial Year ended 31st March, 2013	Rs.31.95 Lakhs	Nil
	b	Loss for the previous years of the Subsidiary since it became the Subsidiary of K G Denim Ltd	Rs.469.44 Lakhs	Nil
6	Net aggregate amount of the profits \losses of the Subsidiary, so far as those profits\losses are dealt with, or provision is made for those losses in K G Denim Ltd's account			
	a	For the Subsidiary's financial year ended on 31st March, 2013	Nil	Nil
	b	For its previous financial years since it became the Subsidiary of K G Denim Ltd	Nil	Nil

CONSOLIDATED FINANCIAL STATEMENTS K G DENIM LIMITED

CONSOLIDATED INDEPENDENT AUDITORS' REPORT

- 1 We have audited the accompanying consolidated financial statements (the " Consolidated Financial Statements") of K G Denim Limited ("the Company") and its subsidiaries, its jointly controlled entities and associate companies; hereinafter referred to as the "Group" (refer Note 1 to the attached consolidated financial statements) which comprise the consolidated Balance Sheet as at March 31, 2013, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information which we have signed under reference to this report. Management's Responsibility for the Consolidated Financial Statements.
- 2 The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

- 3 Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
- 4 An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the consolidated financial statements.
- 5 Out of the two subsidiary companies, we have conducted the audit of Trigger Apparels Limited. As regards KG Denim (USA) Inc. the another subsidiary, which was incorporated in Delaware USA was not audited. We have been provided with Unaudited Financial affairs of the KG Denim (USA) Inc. In so far as it relates to the amounts included in respect of the said unaudited subsidiary is based solely on the financial affairs produced by the directors.
- 6 We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

- 7 We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21 - Consolidated Financial Statements notified under Section 211(3C) of the Companies Act, 1956.
- 8 Based on our audit and on the other financial information of the components of the Group as referred to in paragraph 5 above, and to the best of our information and according to the explanations given to us, in our opinion, the accompanying consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2013;
 - (b) in the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
 - (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date

For GOPALAIYER AND SUBRAMANIAN

Chartered Accountants

CA. R MAHADEVAN

Partner

Coimbatore

29.05.2013

Membership No.27497

Firm Regn. No.000960S

CONSOLIDATED FINANCIAL STATEMENTS K G DENIM LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2013

PARTICULARS	NOTE NO.	AS AT 31.03.2013	AS AT 31.03.2012
(Rs.in lakhs)			
I. EQUITY AND LIABILITIES			
1 SHAREHOLDERS' FUNDS			
(a) Share Capital	1	2566.51	2566.51
(b) Reserves and Surplus	2	3324.55	1963.42
(c) Money received against share warrants		-	-
2 SHARE APPLICATION MONEY PENDING ALLOTMENT			
3 NON-CURRENT LIABILITIES			
(a) Long-term Borrowings	3	4216.45	4436.73
(b) Deferred Tax Liabilities (Net)	4	1124.90	1123.50
(c) Other Long-term Liabilities	5	471.77	774.06
(d) Long-term Provisions	6	251.35	207.46
4 CURRENT LIABILITIES			
(a) Short-term Borrowings	7	6192.20	5129.46
(b) Trade Payables		11117.16	9181.03
(c) Other Current Liabilities	8	2472.31	1866.89
(d) Short-term Provisions	9	239.93	499.10
TOTAL		<u>31977.13</u>	<u>27748.16</u>
II. ASSETS			
1 NON-CURRENT ASSETS			
(a) Fixed Assets	10		
(i) Tangible Assets		11275.97	9429.25
(ii) Capital Work-in-Progress		479.41	663.81
(b) Non-Current Investments	11	352.89	372.95
(c) Long-term Loans and Advances	12	358.39	395.39
2 CURRENT ASSETS			
(a) Inventories	13	12170.69	11151.03
(b) Trade Receivables	14	3247.60	2467.89
(c) Cash and Cash Equivalents	15	898.49	693.13
(d) Short-term Loans and Advances	16	2026.03	1664.89
(e) Other Current Assets	17	1167.66	909.82
TOTAL		<u>31977.13</u>	<u>27748.16</u>

The notes form an integral part of these consolidated financial statements

As per our report of even dated

For **GOPALAIYER AND SUBRAMANIAN**
Chartered Accountants

KG BAALAKRISHNAN
Executive Chairman

B SRIRAMULU
Managing Director

CA. R MAHADEVAN
Partner

S MUTHUSWAMY
Director & Company Secretary

B SRIHARI
Managing Director

Coimbatore
29th May, 2013

Membership No.27497
Firm Regn. No.000960S

CONSOLIDATED FINANCIAL STATEMENTS K G DENIM LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2013

PARTICULARS	NOTE NO.	31.03.2013	31.03.2012
		(Rs.in lakhs)	
I. Revenue from operations	18	55302.41	43126.80
II. Other Income	19	378.48	331.66
III. Total Revenue (I+II)		<u>55680.89</u>	<u>43458.46</u>
IV. Expenses:			
Cost of materials consumed	20	30774.77	25341.41
Purchases of Stock-in-Trade	21	1130.87	299.06
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	(722.05)	(1168.54)
Other Manufacturing Expenses	23	12514.37	8981.13
Employee Benefits Expenses	24	2496.93	2052.08
Finance Costs	25	2664.47	2419.98
Depreciation and Amortization Expense		1199.33	1315.63
Other Expenses	26	<u>3242.98</u>	<u>3098.18</u>
Total Expenses		<u>53301.67</u>	<u>42338.93</u>
V. Profit before exceptional and extraordinary items and tax (III-IV)		2379.22	1119.53
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V-VI)		2379.22	1119.53
VIII. Extraordinary Items:			
Prior Year Expenses		-	-
IX. Profit before tax (VII-VIII)		2379.22	1119.53
X. Tax Expense :			
(1) Current Tax		785.10	228.47
(2) MAT Credit Entitlement		5.62	(96.58)
(3) Deferred Tax		1.40	239.98
(4) Prior Year Taxes		<u>2.36</u>	-
		<u>794.48</u>	<u>371.87</u>
XI. Profit for the period from continuing operations (IX-X)		1584.74	747.66
XII. Profit from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit from discontinuing operations (after tax) (XII-XIII)		-	-
XV. Profit for the period (XI + XIV)		<u>1584.74</u>	<u>747.66</u>
XVI. Earnings per equity share			
(1) Basic		6.18	2.91
(2) Diluted		6.18	2.91
Weighted Number of Equity Shares		25653905	25653905

The notes form an integral part of these consolidated financial statements

As per our report of even dated

For **GOPALAIYER AND SUBRAMANIAN**
Chartered Accountants

CA. R MAHADEVAN
Partner

Coimbatore
29th May, 2013

Membership No.27497
Firm Regn. No.000960S

KG BAALAKRISHNAN
Executive Chairman

S MUTHUSWAMY
Director & Company Secretary

B SRIRAMULU
Managing Director

B SRIHARI
Managing Director

CONSOLIDATED FINANCIAL STATEMENTS K G DENIM LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2013

PARTICULARS	31.03.2013	31.03.2012
	(Rs.in lakhs)	
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax and extraordinary items	2379.22	1119.53
Adjustments for:		
Depreciation	1199.33	1315.64
Profit on sale of assets	0.27	0.50
Dividend Received	-0.32	-0.32
Interest Charges	2664.47	2419.98
Operating Profit before working capital changes	6242.97	4855.33
Adjustments for:		
Trade and other receivables	-1448.81	434.41
Inventories	-1019.67	-2172.91
Loans & Advances	-324.64	309.14
Other Current Assets	-257.36	-197.96
Current Liabilities	2693.09	1427.61
Cash generated from operations	5885.58	4655.62
Cash flow before extraordinary items	5885.58	4655.62
Extraordinary items	-0.46	-
Cash flow after extraordinary items	5885.12	4655.62
Income Tax	-793.09	-132.43
Net cash from operating activities	5092.03	4523.19
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Withdrawn / Sale of fixed assets	7.22	15.55
Acquisitions of fixed assets	-2869.16	-1206.29
Dividend received	0.32	0.32
Investments	20.04	-41.68
Net cash used in investing activities	-2841.58	-1232.10
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Provision for Equity Dividend	-192.40	-192.40
Distribution Tax on Equity Dividend	-31.21	-31.21
Provision for arrear of Preference Dividend	-	-200.00
Distribution Tax on Preference Dividend	-	-32.45
Long Term Borrowings from Banks	-220.28	256.22
Short Term Borrowings from Banks	1062.74	-618.21
Other Loans	0.52	-23.67
Interest paid	-2664.47	-2419.98
Net cash used in financing activities	-2045.09	-3261.70
Net Increase in cash and cash equivalents	205.36	29.39
Cash and cash equivalents as at 1st April, 2012 (Opening Balance)	693.13	663.74
Cash and cash equivalents as at 31st March, 2013 (Closing Balance)	898.49	693.13

As per our report of even dated

For **GOPALAIYER AND SUBRAMANIAN**
Chartered Accountants

CA. R MAHADEVAN
Partner

Coimbatore
29th May, 2013

Membership No.27497
Firm Regn. No.000960S

KG BAALAKRISHNAN
Executive Chairman

S MUTHUSWAMY
Director & Company Secretary

B SRIRAMULU
Managing Director

B SRIHARI
Managing Director

CONSOLIDATED FINANCIAL STATEMENTS K G DENIM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PARTICULARS	AS AT 31.03.2013	AS AT 31.03.2012
(Rs. in lakhs)		
Note 1 - Share Capital		
<u>Authorised</u>		
31000000 Equity Shares of Rs.10 each	3100.00	3100.00
1000000 10% Cumulative Redeemable Preference Shares of Rs.100 each	1000.00	1000.00
<u>Issued</u>		
25691305 Equity Shares of Rs.10 each	2569.13	2569.13
<u>Subscribed & Paid up</u>		
25653905 Equity Shares of Rs.10 each, fully paid	2565.39	2565.39
<u>Forfeited Shares</u>		
(Amount originally paid up)	1.12	1.12
	2566.51	2566.51

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	31.03.2013	31.03.2012
Shares outstanding at the beginning of the year 25653905 Number	2565.39	2565.39
Shares outstanding at the end of the year 25653905 Number	2565.39	2565.39

Shares in the company held by each shareholder holding more than 5 percent shares

Name of the Shareholder	31.03.2013		31.03.2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sri Kannapiran Mills Limited	3065183	11.95	3065183	11.95
Shri KG Baalakrishnan	2578560	10.05	2578560	10.05
Shri B Srihari	2231859	8.70	2231859	8.70
Shri B Sriramulu	2208659	8.61	2208659	8.61
Smt B Sathyabama	1886500	7.35	1886500	7.35

Terms and Conditions of Equity Shares :

The Company has only one class of Equity Shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share.

In the event of liquidation the Equity Shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion of their shareholding.

There are no shares allotted as fully paid without payments being received in cash, bonus shares or shares bought back.

Note 2 - Reserves and Surplus

a. Securities Premium Reserves		
Opening Balance	444.44	444.44
Add : Addition / Deletions	-	-
Closing Balance	444.44	444.44
b. Other Reserves		
General Reserve		
Opening Balance	1555.71	1555.71
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	1555.71	1555.71
c. Surplus		
Opening Balance	(36.73)	(328.33)
(+) Net Profit for the current year	1584.74	747.66
(+) Transfer from Reserves	-	-
(-) Proposed Equity Dividend	192.40	192.40
(-) Tax on Proposed Equity Dividend	31.21	31.21
(-) Arrears of Preference Dividend *	-	200.00
(-) Tax on Preference Dividend	-	32.45
(-) Transfer to Reserves	-	-
Closing Balance	1324.40	-36.73
Total	3324.55	1963.42

Dividend proposed to be distributed to Equity Shareholders is Rs.0.75 (Previous Year - Rs.0.75) per Equity Share.

CONSOLIDATED FINANCIAL STATEMENTS K G DENIM LIMITED

PARTICULARS	AS AT 31.03.2013	ASAT 31.03.2012
(Rs.in lakhs)		
Note 3 - Long-Term Borrowings		
<u>Secured</u>		
(a) Term Loans		
Indian Rupee Loan		
From Banks (Secured)	4193.24	4420.27
(b) Long term maturities of finance lease obligations		
(Secured by Vehicles on Hire Purchase Loan)	23.21	16.46
There is no case of continuing default as on the Balance Sheet date in repayment of loans and interest		
Total	4216.45	4436.73

Security Clause

Bank borrowings of Term Loan and Working Capital Limits

Term loans from Indian Bank (IB), Bank of India (BOI) and Indian Overseas Bank (IOB) are secured by first pari passu charge on (a) all immovable properties situated in (i) 102.1897 acres of land at Jadayampalayam, Alangombu and Karamadai villages in Mettupalayam Taluk, Coimbatore District, Tamil Nadu and (ii) 2155.62 sq. meters of land at Amdha Village, Dharampur Taluk, Valsad District, Gujarat through equitable mortgage created with Indian Bank and (b) all plant and machineries including machineries and other movable fixed assets (excluding vehicles charged to financiers) acquired for the Expansion cum Diversification Scheme (ECDS) and New Capex Plan through Deed of Hypothecation.

Term loan from State Bank of Hyderabad and Term loan I from State Bank of India are secured by a first pari passu charge on (a) immovable properties in 48.5872 acres of land at Jadayampalayam, Alangombu and Karamadai Village in Mettupalayam Taluk, Coimbatore District, Tamilnadu and (b) all plant and machineries and other movable assets (excluding vehicles charged to financiers) acquired for the Expansion cum Diversification Scheme (ECDS) through Deed of Hypothecation.

Term loan II from State Bank of India is secured by a first pari passu charge on all plant and machineries acquired for the Modernisation cum Expansion Scheme (MCES) through Deed of Hypothecation.

Indian Bank is holding the original title deeds on its own behalf and on behalf of other Banks. Term loans are also guaranteed by Shri KG Baalakrishnan, Executive Chairman.

Indian Bank has three Term loans outstanding - Term loan I for Rs.375.46 lakhs, Term loan II for Rs.122.54 lakhs and Term Loan III for Rs.145.55 lakhs (Previous year Rs.751.22 lakhs, Rs.224.27 lakhs & Nil). Term loan I is repayable in 32 quarterly installments commencing from 05.04.2007. Last Installment is due on 05.01.2015. Rate of Interest 13.25 % p.a. as at year end. (Previous year 14.00 % p.a.). Term Loan II is repayable in 90 monthly installments commencing from 15.10.2007. Last Installment is due on 15.03.2015. Rate of Interest 13.75 % p.a. as at year end. (Previous year 14.75 % p.a.). Term Loan III is repayable in 60 monthly installments commencing from 01.09.2013. Last installment is due on 01.08.2018. Rate of Interest 14.00% p.a. as at year end.

Bank of India has three Term loans outstanding : Term loan I for Rs.317.90 lakhs, Term loan II for Rs.92.39 lakhs & Term Loan III for Rs.974.53 lakhs (Previous year Rs.685.45 lakhs, Rs.195.72 lakhs & Nil). Term loan I is repayable in 32 quarterly installments commencing from 07.04.2007. Last Installment is due on 07.01.2015. Rate of Interest 14.50% p.a. as at year end. (Previous year 14.75% p.a.). Term loan II is repayable in 87 monthly installments commencing from 15.10.2007. Last Installment is due on 15.12.2014. Rate of Interest 14.50% p.a. as at year end. (Previous year 14.75% p.a.). Term Loan III is repayable in 60 monthly installments commencing from 01.07.2014. Last installment is due on 01.06.2019. Rate of Interest 14.50% p.a. as at year end.

State Bank of India has two Term loans outstanding: Term loan I for Rs.269.43 lakhs & Term loan II for Rs.949.33 lakhs (Previous year Rs.539.79 lakhs & Rs.524.63 lakhs). Term loan I is repayable in 31 quarterly installments commencing from 08.09.2007. Last Installment is due on 08.03.2015. Rate of Interest 14.50% p.a. as at year end. (Previous year 14.50% p.a.). Term loan II is repayable in 60 monthly installments commencing from 01.04.2013. Last Installment is due on 01.03.2018. Rate of Interest 14.40% p.a. as at year end. (Previous year 14.50% p.a.).

State Bank of Hyderabad has One Term loan for Rs.249.05 lakhs (Previous year Rs.539.59 lakhs). Term loan is repayable in 29 quarterly installments commencing from 21.09.2007. Last Installment is due on 21.03.2015. Rate of Interest 14.25% p.a. as at year end. (Previous year 15.50% p.a.).

Indian Overseas Bank has two Term loans: Term loan I for Rs.295.36 lakhs (Previous year is Rs.400.00 lakhs) is repayable in 20 quarterly installments commencing from 19.06.2012. Last Installment is due on 19.03.2017. Rate of Interest 14.50% p.a. as at year end. (Previous year 14.75% p.a.) and Term loan II for Rs.401.69 lakhs (Previous year Rs.559.60 lakhs) is repayable in 60 monthly installments commencing from 28.04.2012. Last Installment is due on 28.03.2017. Rate of Interest 14.75% p.a. as at year end. (Previous year 14.75% p.a.).

CONSOLIDATED FINANCIAL STATEMENTS K G DENIM LIMITED

PARTICULARS	AS AT 31.03.2013	AS AT 31.03.2012
	(Rs.in lakhs)	
Note 4 - Deferred Tax Liabilities (Net)		
Value of Depreciation as per books of accounts & IT purpose (DT Liability)	1124.90	1304.71
Less: Carried forward loss (Deferred Tax Assets)	-	179.11
Disallowances under IT Act and to be claimed in subsequent years	-	(2.10)
Net Deferred Tax Liability	<u>1124.90</u>	<u>1123.50</u>
Note 5 - Other Long -Term Liabilities		
(a) Trade Payables	216.81	162.16
(b) Others	-	-
(i) Buyer Credits for Capital Goods	254.96	211.90
(ii) Inter Corporate Deposits	-	400.00
Total	<u>471.77</u>	<u>774.06</u>
Note 6 - Long-Term Provisions		
(a) Provision for employee benefits Gratuity (unfunded)	251.35	207.46
(b) Others	-	-
Total	<u>251.35</u>	<u>207.46</u>
Note 7 - Short-Term Borrowings		
<u>Secured</u>		
(a) Loans repayable on demand		
Working Capital Loan from Banks (Secured - Refer note below)	6192.20	5129.46
There are no cases of default in repayment of loan and interest as on date of Balance Sheet	-	-
Total	<u>6192.20</u>	<u>5129.46</u>
a. Holding Company		
Working capital facilities from Indian Bank Consortium (Indian Bank, Bank of India, Allahabad Bank and State Bank of India) are secured by a first pari passu charge on the whole of the current assets through Deed of Hypothecation and second pari passu charge on (a) all the immovable properties situated in (i) 102.1897 acres of land at Jadayampalayam, Alankombu and Karamadai Villages in Mettupalayam Taluk, Coimbatore District, Tamil Nadu and (ii) 2155.62 sq. meters of land at Amdha Village, Dharampur Taluk, Valsad District, Gujarat through equitable mortgage created with Indian Bank and (b) all plant and machineries (excluding vehicles charged to financiers) through Deed of Hypothecation. The entire working capital facilities are also guaranteed by Shri KG Baalakrishnan, Executive Chairman.		
b. Subsidiary		
Working capital loan from Indian Overseas Bank is secured by an exclusive first charges on the fixed and current assets. The loan are also personally guaranteed by Shri KG Baalakrishnan, Director.		
Note 8 - Other Current Liabilities		
(a) Current maturities of long-term debt Secured (See Note 3)	1828.28	1353.20
(b) Current maturities of finance lease obligations	47.79	36.85
(c) Interest accrued and due on borrowings	55.42	61.96
(d) Customer Credit Balance	189.18	106.66
(e) Security Deposits	7.58	47.68
(f) Duties and Taxes	92.66	74.20
(g) Creditors for Capital Goods	176.55	47.61
(h) Unpaid (Unclaimed) Equity Dividend	10.12	-
(i) Credit Balance in Scheduled Banks(Current Account)	64.73	138.73
Total	<u>2472.31</u>	<u>1866.89</u>

CONSOLIDATED FINANCIAL STATEMENTS K G DENIM LIMITED

PARTICULARS	AS AT 31.03.2013	AS AT 31.03.2012
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(Rs.in lakhs)

Note 9 - Short-Term Provisions

(a) Provision for employee benefits		
Gratuity (unfunded)	13.47	11.78
(b) Others		
Income Tax Provision (Net of Advance Tax)	0.15	28.73
Wealth Tax Provision	2.70	2.53
Proposed Equity Dividends	192.40	192.40
Tax on Proposed Equity Dividend	31.21	31.21
Arrear of Preference Dividend	-	200.00
Tax on Preference Dividend	-	32.45
Total	239.93	499.10

Note 10 - Fixed Assets

(Rs.in lakhs)

Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION					NET BLOCK		
	Balance as at 1st April, 2012	Additions	Disposals	Brought into use	Balance as at 31st March, 2013	Balance as at 1st April, 2012	Depreciation charge for the year	Adjustment due to revaluations	On Disposals	Balance as at 31st March, 2013	Balance as at 31st March, 2013	Balance as at 31st March, 2012
(a) Tangible Assets												
Land	390.69	-	-	-	390.69	-	-	-	-	-	390.69	390.69
Buildings	2882.84	521.65	-	-	3404.49	816.63	91.37	-	-	908.00	2496.49	2066.21
Plant & Equipment	17056.02	2367.88	4.77	-	19419.13	10930.01	988.95	-	-	11918.96	7500.17	6126.01
Electric Machinery	946.58	30.48	-	-	977.06	568.06	45.64	-	1.26	612.44	364.62	378.52
Furniture & Fixtures	222.95	9.33	-	-	232.28	82.30	13.66	-	-	95.96	136.32	140.65
Vehicles	339.95	79.67	20.03	-	399.59	153.21	29.31	-	16.05	166.47	233.12	186.74
Office Equipment	494.48	44.53	-	-	539.01	354.05	30.40	-	-	384.45	154.56	140.43
Others (specify nature)	-	-	-	-	-	-	-	-	-	-	-	-
Total	22333.51	3053.54	24.80	-	25362.25	12904.26	1199.33	-	17.31	14086.28	11275.97	9429.25
Previous Year	21732.57	645.93	44.98	-	22333.51	11617.54	1315.64	-	28.92	12904.26	9429.25	10115.03
(b) Intangible Assets												
Total	-	-	-	-	-	-	-	-	-	-	-	-
(c) Capital work in Progress												
Total	663.81	1300.62	-	1485.02	479.41	-	-	-	-	-	479.41	663.81
Previous Year	103.43	739.98	-	179.60	663.81	-	-	-	-	-	663.81	103.43
Total	-	-	-	-	-	-	-	-	-	-	-	-
Grand Total	22997.32	4354.16	24.80	1485.02	25841.66	12904.26	1199.33	-	17.31	14086.28	11755.38	10093.06
Previous Year	21836.00	1385.91	44.98	179.60	22997.32	11617.54	1315.64	-	28.92	12904.26	10093.06	10218.46

Note : Building includes Prayer Hall and Gold Plating thereon of Rs.132.69 lakhs in Gross Block, Rs.14.06 lakhs in Depreciation Block and Rs.118.63 lakhs in Net Block (Previous Year Rs.132.69 lakhs in Gross Block, Rs.11.90 lakhs in Depreciation Block and Rs.120.79 lakhs in Net Block).

Furniture & Fittings includes Prayer Hall of Rs.13.89 lakhs in Gross Block, Rs.4.50 lakhs in Depreciation Block and Rs.9.39 lakhs in Net Block (Previous Year Rs.13.89 lakhs in Gross Block, Rs.3.63 lakhs in Depreciation Block and Rs.10.26 lakhs in Net Block)

CONSOLIDATED FINANCIAL STATEMENTS K G DENIM LIMITED

PARTICULARS	AS AT 31.03.2013	ASAT 31.03.2012
(Rs.in lakhs)		
Note 11 - Non-Current Investments		
A Non-Trade Investments		
Equity (Quoted)		
i Allahabad Bank - 5,265 Equity Shares of Rs.10/- each	4.32	4.32
Total-A	<u>4.32</u>	<u>4.32</u>
B Equity Investments		
I Trade Investments (Associates)		
i KG Fabriks Limited	327.00	327.00
32,70,000 Equity Shares of Rs.10/- each-Un quoted		
ii Sri Kannapiran Mills Limited	0.46	0.46
4,588 Equity Shares of Rs.10/- each-Quoted		
Sub-total	<u>327.46</u>	<u>327.46</u>
II Trade Investments (Others)		
i Clover Energy Private Limited		
1,64,750 Equity Shares of Rs.10/- each-Un quoted	16.47	38.17
(Previous Year 3,81,700 Equity Shares of Rs.10/-)		
ii TVH Energy Resource Pvt. Limited	3.00	3.00
30,000 Equity Shares of Rs.10/- each-Un quoted		
iii Prakash Power Pvt. Limited	0.44	-
4,420 Equity Shares of Rs.10/- each-Un quoted		
iv I Energy Winds Farms (Theni) P Limited	0.20	-
2,003 Equity Shares of Rs.10/- each-Un quoted		
v Cotton Sourcing Company Limited	1.00	-
10,000 Equity Shares of Rs.10/- each-Un quoted		
Sub-total	<u>21.11</u>	<u>41.17</u>
Total (B - I+II)	<u>348.57</u>	<u>368.63</u>
Grand Total (A+B)	<u>352.89</u>	<u>372.95</u>
Less : Provision for dimunition in the value of investments	-	-
Total	<u>352.89</u>	<u>372.95</u>
Aggregate amount of quoted investments	4.78	4.32
Market value of quoted investments	7.12	9.81
Aggregate amount of unquoted investments	348.11	368.63

CONSOLIDATED FINANCIAL STATEMENTS K G DENIM LIMITED

PARTICULARS	AS AT 31.03.2013	AS AT 31.03.2012
(Rs. in lakhs)		
Note 12 - Long-Term Loans and Advances		
a. Capital Advances		
Advance for Capital Goods-Un secured considered good	296.17	341.00
Others	-	-
	<u>296.17</u>	<u>341.00</u>
b. Security Deposits		
Security Deposits - Un secured considered good	62.22	54.39
	<u>62.22</u>	<u>54.39</u>
Total	<u>358.39</u>	<u>395.39</u>
Note 13 - Inventories		
a. Raw Materials and Components		
Goods-in transit-Grey Fabrics	-	234.11
	<u>4330.75</u>	<u>3953.23</u>
b. Work in progress		
Goods-in transit	-	-
	<u>1745.44</u>	<u>1359.51</u>
c. Finished Goods		
Goods-in transit-Fabrics	1370.58	433.81
	<u>4156.46</u>	<u>4796.67</u>
	<u>5527.04</u>	<u>5230.48</u>
d. Stock-in-trade		
Goods-in transit	-	-
	<u>39.55</u>	<u>-</u>
	<u>39.55</u>	<u>-</u>
e. Stores and Spares		
Goods-in transit	-	-
	<u>517.88</u>	<u>602.58</u>
	<u>517.88</u>	<u>602.58</u>
f. Others (Specify nature)		
Stock of Waste	10.03	5.23
	<u>10.03</u>	<u>5.23</u>
Total	<u>12170.69</u>	<u>11151.03</u>

Mode of Valuation : Refer Note 27.3 in Significant Accounting Policies

CONSOLIDATED FINANCIAL STATEMENTS K G DENIM LIMITED

PARTICULARS	AS AT 31.03.2013	AS AT 31.03.2012
(Rs. in lakhs)		
Note 14 - Trade Receivables		
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	272.09	264.97
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	2975.51	2202.92
Total	<u>3247.60</u>	<u>2467.89</u>
Note 15 - Cash and Cash Equivalents		
a. Balances with banks	208.79	156.73
b. Cheques, drafts on hand	-	16.91
c. Cash on hand	11.61	13.35
d. Others Bank Balances		
Unclaimed Dividend Account	10.12	-
e. Others (specify nature)		
EEFC Deposits	0.80	0.78
Margin Money Deposits	667.17	505.36
Total	<u>898.49</u>	<u>693.13</u>
Note 16 - Short-term loans and advances		
Unsecured, considered good		
Advance Recoverable in Cash or in kind or for value to be received		
For Material Purchase	1379.19	955.69
For Expenses / Others	294.95	228.62
For Duties & Taxes	196.10	342.07
Prepaid Expenses	155.79	138.51
Total	<u>2026.03</u>	<u>1664.89</u>
Note 17 - Other Current Assets		
a. Export Incentives Receivable	1011.91	708.22
b. Excise Claim Receivable	34.19	34.19
c. Interest Subsidy from Govt. Agencies	112.21	158.27
d. Interest Receivable	6.97	7.24
e. Miscellaneous Expenditure	2.38	1.90
Total	<u>1167.66</u>	<u>909.82</u>

CONSOLIDATED FINANCIAL STATEMENTS K G DENIM LIMITED

PARTICULARS	31.03.2013	31.03.2012
	(Rs. in lakhs)	
Note 18 - Revenue from Operations		
Sale of Products	54337.78	41491.43
Sale of Services - Job Work	560.78	1346.95
Other Operating Revenues : Waste Cotton / Yarn / Accessories Sales	433.79	376.72
<u>Less:</u>		
Excise Duty	29.94	88.30
Total	<u>55302.41</u>	<u>43126.80</u>
 Details of Sale of Products		
Fabrics	39324.47	31933.56
Garments	7495.03	6132.89
Home Textiles	6343.42	3177.29
Terry Towel	1174.86	247.69
Total	<u>54337.78</u>	<u>41491.43</u>
 Note 19 - Other Income		
Interest Income	59.23	49.47
Interest Subsidy received under TUFS	221.05	232.04
Dividend Income	0.32	0.32
Lease Rent Receipts (TDS Rs.38,400)	3.84	-
Insurance Claim Received	22.78	8.60
Exchange Gain on Export Sales	23.92	21.55
Other non-operating income (Net of expenses directly attributable to such income)	47.34	19.68
Total	<u>378.48</u>	<u>331.66</u>
 Note 20 - Cost of Materials Consumed		
Opening Stock	3953.22	3112.05
Purchases	31152.30	26182.58
Sub-total	<u>35105.52</u>	<u>29294.63</u>
Less : Closing Stock	4330.75	3953.22
Raw Materials Consumed	<u>30774.77</u>	<u>25341.41</u>
 Imported and Indigenous Raw Materials consumed		
Imported	2906.24	1909.44
Indigenous	27868.53	23431.97
Total	<u>30774.77</u>	<u>25341.41</u>
 Details of Raw Material Consumed		
Cotton	3313.81	4178.62
Yarn	13083.59	11657.57
Fibre	1198.23	504.13
Fabrics	8211.91	5381.39
Chemicals	3734.78	3021.20
Accessories	1232.45	598.50
Total	<u>30774.77</u>	<u>25341.41</u>

CONSOLIDATED FINANCIAL STATEMENTS K G DENIM LIMITED

PARTICULARS	31.03.2013	31.03.2012
	(Rs. in lakhs)	
Note 21 - Purchases of Stock-in-Trade		
Garments Purchase	448.03	299.06
Fabric Purchase	682.84	-
Total	<u>1130.87</u>	<u>299.06</u>
Note 22 - Changes in Inventories of Finished Goods Work-in-Progress and Stock-in-Trade		
Opening Stock :		
Work-in-Process	1359.51	1275.62
Finished Goods	5230.48	4145.83
Traded Items	-	-
	<u>6589.99</u>	<u>5421.45</u>
Closing Stock :		
Work-in-Process	1745.45	1359.51
Finished Goods	5566.59	5230.48
Traded Items	-	-
	<u>7312.04</u>	<u>6589.99</u>
Total	<u>(722.05)</u>	<u>(1168.54)</u>
Note 23 - Other Manufacturing Expenses		
(a) Power & Fuel	3989.10	3422.64
(b) Consumptions of Stores & Spare Parts	717.07	458.92
(c) Processing Charges	6076.70	3777.44
(d) Repairs & Maintenance		
For Plant & Machinery	1122.26	659.80
For Buildings	164.52	128.32
For Others	299.57	365.12
(e) Others - Excise Duty on Readymade Garments	145.15	168.89
Total	<u>12514.37</u>	<u>8981.13</u>
Imported and Indigenous Stores & Spare Parts Consumed		
Imported	282.43	173.48
Indigenous	434.64	285.44
Total	<u>717.07</u>	<u>458.92</u>

CONSOLIDATED FINANCIAL STATEMENTS K G DENIM LIMITED

PARTICULARS	31.03.2013	31.03.2012
	(Rs. in lakhs)	
Note 24 - Employee Benefits Expenses		
(a) Salaries and Incentives	2066.34	1737.40
(b) Salaries-Managing Director/Whole Time Director	165.76	68.35
(c) Contributions to Provident Fund and Other Funds	83.18	67.75
(d) Gratuity as per Actuarial Valuations	56.16	41.46
(e) Staff Welfare Expenses	125.49	137.12
Total	<u>2496.93</u>	<u>2052.08</u>
Note 25 - Finance Costs		
Interest Expense	2320.30	2076.11
Other Borrowing Costs	340.50	340.29
Applicable Net Gain/Loss on Foreign Currency Transactions and Translation	3.67	3.58
Total	<u>2664.47</u>	<u>2419.98</u>
Note 26 - Other Expenses		
Rent	108.04	95.70
Insurance	90.37	85.67
Rates and Taxes, excluding, Taxes on Income	89.08	60.48
Payments to the Auditor as		
a) As Auditor	2.47	2.22
b) For Taxation Matters	0.95	1.49
c) For Other Services	1.70	1.66
Legal, Professional & Consultancy Charges	38.95	45.27
Printing and Stationery	61.92	29.90
Postage, Telegrams and Telephones	131.20	125.04
Travelling Expenses and Maintenance of Vehicles	381.43	318.01
Director Sitting Fees	3.40	3.50
Software Maintenance Expenses	46.00	42.03
Brokerage	17.51	26.46
Commission on Sales	738.53	711.49
Discount on Sales	402.57	434.74
Selling Expenses	425.49	429.67
Freight Outwards	439.44	260.03
Exchange Loss on Export Sales	21.50	25.49
Prayer Hall Repairs and Maintenance	33.67	16.86
Bad Debts Written Off	12.78	179.24
Miscellaneous Expenses	195.71	202.73
Loss on sale of fixed assets	0.27	0.50
Total	<u>3242.98</u>	<u>3098.18</u>

CONSOLIDATED FINANCIAL STATEMENTS K G DENIM LIMITED

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013

NOTE 27

SIGNIFICANT ACCOUNTING POLICIES

27.1. Method of Accounting:

The financial Statements have been prepared on the historical cost convention and in accordance with the Accounting Standards referred to in Sub-section (3C) of Section 211 of the Companies Act, 1956 and normally accepted accounting principles. The accounting is on the basis of a going concern concept.

27.2. Principles of Consolidation:

The Consolidated Financial Statements relate to K G Denim Limited and its subsidiaries, have been prepared on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses as stated in Accounting Standard 21.

The Subsidiary companies considered in the Consolidated Financial Statements are:

Name of the Company	Country of Incorporation	Proportion of Voting Power as on 31.03.2013
Trigger Apparels Limited	India	100%
KG Denim (USA) Inc.	Delaware, USA	100%

27.3. Other Significant Accounting Policies:

These are set out under "Significant Accounting Policies" of the financial statements of K G Denim Limited and Trigger Apparels Limited. No material activity has been carried out in KG Denim (USA) Inc.

27.4. For all other common notes forming part of Consolidated Financial Statements, please refer the notes of Holding Company K G Denim Limited.



K G DENIM LIMITED

Registered Office : Then Thirumalai
Jadayampalayam, Coimbatore - 641 302.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the TWENTY-FIRST ANNUAL GENERAL MEETING of the Members of K G DENIM LIMITED will be held on Wednesday, the 11th day of September 2013 at 9.30 a.m. at the Registered Office Premises, Then Thirumalai, Jadayampalayam, Coimbatore 641 302 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Balance Sheet as at 31st March 2013, the Statement of Profit and Loss for the year ended 31st March 2013 and the Reports of the Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Shri G P Muniappan, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri M J Vijayaraaghavan, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Shri G V S Desikan, who retires by rotation and being eligible, offers himself for reappointment.
6. To consider and, if thought fit, to pass, with or without modification, the following Resolution relating to the appointment of the Auditors of the Company.

“RESOLVED that M/s Gopalaiyer and Subramanian (Regn. No.000960S), Chartered Accountants, the retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company, from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:
“RESOLVED THAT pursuant to provisions of Sections 198, 269 and 309, read with Schedule XIII and other applicable provisions of the Companies Act, 1956, approval of the members be and is hereby accorded for the re-appointment of Shri KG Baal Krishnan as the Executive Chairman of the Company for the period of 5 years with effect from 3rd November 2013 at a remuneration of 3% of net profits of the Company for financial year calculated in accordance with Section 349 of the Companies Act, 1956:
RESOLVED FURTHER THAT :
 - a. The Executive Chairman shall be entitled to reimbursement of all actual expenses including entertainment and traveling incurred in the course of the Company's business.
 - b. The Company shall provide a car with driver, telephone and internet facility at the residence of the Executive Chairman. Provision of car with driver for use of the Company's business, telephone and internet facility at the residence will not be considered as perquisites. Personal long distance calls on the telephone and use of car for private purposes shall be billed by the Company to the Executive Chairman.
8. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to provisions of Sections 198, 269 and 309, read with Schedule XIII and other applicable provisions of the Companies Act, 1956, approval of the members be and is hereby accorded for the re-appointment of Shri B Sriramulu for 5 years with effect from 3rd November 2013 as the Managing Director and remuneration payable to him be and hereby fixed as 3% of net profits of the Company calculated in accordance with Section 349 of the Companies Act, 1956, provided that in case of inadequacy of profits the minimum remuneration payable in terms of Part II of Schedule XIII of the Companies Act, 1956 be fixed as Rs.2,00,000 per month :
RESOLVED FURTHER THAT :
 - a. The Managing Director shall be entitled to reimbursement of all actual expenses including entertainment and traveling incurred in the course of the Company's business.
 - b. The Company shall provide a car with driver, telephone and internet facility at the residence of the Managing Director. Provision of car with driver for use of the company's business, telephone and internet facility at the residence will not be considered as perquisites. Personal long distance calls on the telephone and use of car for private purposes shall be billed by the Company to the Managing Director.

9. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to provisions of Sections 198, 269 and 309, read with Schedule XIII and other applicable provisions of the Companies Act, 1956, approval of the members be and is hereby accorded for the re-appointment of Shri B Srihari for 5 years with effect from 3rd November 2013 as the Managing Director and remuneration payable to him be and hereby fixed as 3% of net profits of the Company calculated in accordance with Section 349 of the Companies Act, 1956, provided that in case of inadequacy of profits the minimum remuneration payable in terms of Part II of Schedule XIII of the Companies Act, 1956 be fixed as Rs.2,00,000 per month :

RESOLVED FURTHER THAT :

- a. The Managing Director shall be entitled to reimbursement of all actual expenses including entertainment and traveling incurred in the course of the Company's business.
- b. The Company shall provide a car with driver, telephone and internet facility at the residence of the Managing Director. Provision of car with driver for use of the company's business, telephone and internet facility at the residence will not be considered as perquisites. Personal long distance calls on the telephone and use of car for private purposes shall be billed by the Company to the Managing Director.

By Order of the Board

Coimbatore
29.05.2013

KG Baalakrishnan
Executive Chairman

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
2. Proxies in order to be effective must be deposited at the Registered Office at Then Thirumalai, Coimbatore 641 302 not less than 48 hours before holding the meeting.
3. Members holding shares in physical form are requested to intimate the Change of Address and their Bank Account details such as Bank name, Branch with address and Account number for incorporating the same in Dividend Warrants to M/s Cameo Corporate Services Ltd, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002 quoting their respective folio number and members holding shares in demat form shall intimate the above details to their Depository Participant with whom they have Demat Account.
4. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail address with the Company in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in Demat form to enable the Company to serve documents in electronic form.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday the 31st August 2013 to Wednesday, the 11th September, 2013 (both days inclusive).
6. The dividend recommended by the Board, if declared at the AGM will be paid to those members or their mandatees whose name appear on the Register of Members of the Company on 11th September, 2013. In respect of shares held in dematerialised form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose at the end of business hours 30th August, 2013. No deduction of tax at source will be made from dividend.
7. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Special Business Item Nos.7 to 9 are enclosed.
8. Re-appointment of Directors:
At the ensuing Annual General Meeting Shri G P Muniappan, Shri M J Vijayaraaghavan and Shri G V S Desikan retire by rotation and being eligible offer themselves for re-appointment. The information or details pertaining to these Directors to be provided in terms of Clause 49 of the Listing Agreement with the Stock Exchange are furnished in the Statement on Corporate Governance annexed in this Annual Report.

By Order of the Board

Coimbatore
29.05.2013

KG Baalakrishnan
Executive Chairman

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM No.7

The Board at its meeting held on 29.05.2013 re-appointed Shri KG Baalakrishnan as Executive Chairman for the period of 5 years from 03.11.2013 on the terms as to remuneration as provided in the text to the resolution as approved by Remuneration Committee. As his age exceeded the limit of 70 years as laid down in Schedule XIII of the Companies Act, 1956 a Special Resolution is proposed.

He shall be entitled to the reimbursement of all expenses including entertainment and traveling incurred in the course of company's business.

Shri KG Baalakrishnan aged 73 years is B.Com., B.L., and is a renowned industrialist. He has been associated with the textile industry for more than 50 years and instrumental in building K G Group in Coimbatore. He is also the Managing Director of Sri Kannapiran Mills Limited that promoted K G Denim Limited. He is the Executive Chairman from 03.11.2003.

Excepting Shri KG Baalakrishnan, Executive Chairman, Shri B Sriramulu, Managing Director, Shri B Srihari, Managing Director and Smt T Anandhi, Director who are all related to each other as per Section 6 (c) of the Companies Act, 1956, no other Director of the Company is concerned or interested in the resolution.

The explanatory statement together with the accompanying notice may be treated as an abstract of the terms of appointment of the Director pursuant to Section 302 of the Companies Act, 1956.

Section II of Part II Schedule XIII of the Companies Act, 1956, has no applicability since no minimum remuneration in the absence or inadequacy of profit is proposed.

Shri KG Baalakrishnan is also the Managing Director of Sri Kannapiran Mills Limited where he is drawing remuneration and accordingly remuneration payable to him in this Company will be governed under Section III of Part II of Schedule XIII of the Companies Act, 1956.

ITEM No.8

The Board at its meeting held on 29.05.2013 re-appointed Shri B Sriramulu as Managing Director for the period of 5 years from 03.11.2013 on the terms as to remuneration as provided in the text to the resolution as approved by Remuneration Committee.

The revised remuneration has been approved by the Remuneration Committee on 29.05.2013 and also by the Board on the same date.

Shri B Sriramulu is the eldest son of Shri KG Baalakrishnan, Executive Chairman. He is a Graduate Engineer in Textile Technology from Bharathiar University, Tamil Nadu and Master of Science (Textile Technology) from the University of Manchester, UK.

None of the Directors excepting Shri B Sriramulu, Managing Director, Shri KG Baalakrishnan, Executive Chairman, Shri B Srihari, Managing Director and Smt T Anandhi who are related as per Section 6 (c) of the Companies Act, 1956 are concerned or interested in the resolution.

ITEM No. 9

The Board at its meeting held on 29.05.2013 re-appointed Shri B Srihari as Managing Director for the period of 5 years from 03.11.2013 on the terms as to remuneration as provided in the text to the resolution as approved by Remuneration Committee.

The revised remuneration has been approved by the Remuneration Committee on 29.05.2013 and also by the Board on the same date.

Shri B Srihari is the younger son of Shri KG Baalakrishnan, Executive Chairman. He is a Graduate Engineer in Chemical Technology from Bharathidasan University, Tamil Nadu and Master of Science (Chemical Technology) from Cornell University, USA.

None of the Directors excepting Shri B Srihari, Managing Director, Shri KG Baalakrishnan, Executive Chairman, Shri B Sriramulu, Managing Director and Smt T Anandhi who are related as per Section 6 (c) of the Companies Act, 1956 are concerned or interested in the resolution.

Coimbatore
29.05.2013

By Order of the Board
KG Baalakrishnan
Executive Chairman