

SCRUTINIZER'S REPORT

To

The Chairman
K G Denim Limited
Regd. Office : Then Thirumalai
Jadayampalayam
Coimbatore – 641 302.

Sir,

Sub : Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Postal Ballot process in terms of Clause 35B of the listing agreement with the Stock Exchange and Submission of Scrutinizer's Report.

1. I, M.R.L.NARASIMHA, Practicing Company Secretary, 34-C, 3rd Cross, Ramalinga Nagar, K.K.Pudur, Coimbatore – 641 038, have been appointed as Scrutinizer by the Board of Directors of K G Denim Limited ("the Company") vide Board Resolution dated 01.08.2014 for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the notice convening the Annual General Meeting of the members of the Company to be held at 3.00 PM on Monday the 08th day of September, 2014 at Regd. Office of the Company at Then Thirumalai, Jadayampalayam, Coimbatore – 641 302.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolution contained in the notice to the Annual General Meeting of the members of the company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast 'in favour' or "against" the resolutions stated above based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

M.R.L. Narasimha

3. Further to the above, I submit my report as under:

- 3.1 The e-voting period opened at 8.30 a.m. on 1st September 2014 closed at 5.30 p.m on 3rd September 2014.
- 3.2 The members of the Company holding shares as on 08.08.2014 were entitled to vote on the resolutions (Items No.1 to 14 as set out in the notice convening the Annual General Meeting of the Company).
- 3.3 The Votes cast were unblocked and finalized at 5.30 p.m. on 5th September 2014 in the presence of two witnesses, who were not the employees of the company, and signed as witness to the unblocking/finalizing.
- 3.4 The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions were downloaded from the website of Central Depository Services (India) Limited i.e. (<https://www.evotingindia.com>)
- 3.5 The Company mailed notices to all the members / shareholders of the Company on 08.08.2014 along with the Postal Ballot Form (in lieu of e-voting) and a self-addressed pre-paid Business Reply Envelope.
- 3.6 The postal ballots were duly opened / accessed in my presence and scrutinized and the shareholding were matched / confirmed with the Register of Members.
- 3.7 All postal ballot forms received upto the close of working hours upto 5.30 p.m. on 03.09.2014 were considered for scrutiny.
- 3.8 Envelopes containing Postal Ballot Forms received after close of working hours on 03.09.2014 were not considered for scrutiny.
- 3.9 Envelopes containing Postal Ballot received after close of working hours on 03.09.2014 treated as if the reply from such shareholder(s) has not been received.
- 3.10 The summary for the e-voting and postal ballot for each of the resolution is given below:

M. R. L. Narasimha

Resolution Number	1
Nature of Resolution	Ordinary Resolution
Subject Matter	Consider and adopt audited Financial Statements, Reports of the Board of Directors and Auditors

Details of voting	Assent (For)		Dissent (Against)	
	No.of Votes	% of Votes Received	No.of Votes	% of Votes Received
E-voting	14583595	100.000	-	-
Postal Ballot	19200	98.462	300	1.538
Total	14602795	99.998	300	0.002

Resolution Number	2
Nature of Resolution	Ordinary Resolution
Subject Matter	To Declare a Dividend

Details of voting	Assent (For)		Dissent (Against)	
	No.of Votes	% of Votes Received	No.of Votes	% of Votes Received
E-voting	14583595	100.000	-	-
Postal Ballot	19400	99.487	100	0.513
Total	14602995	99.999	100	0.001

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Resolution Number	3
Nature of Resolution	Ordinary Resolution
Subject Matter	Re-appointment of M/s Gopalaiyer & Subramanian, the retiring Auditors of the Company, as a Statutory Auditor

Details of voting	Assent (For)		Dissent (Against)	
	No. of Votes	% of Votes Received	No. of Votes	% of Votes Received
E-voting	14583595	100.000	-	-
Postal Ballot	18900	96.923	600	3.077
Total	14602495	99.996	600	0.004

Resolution Number	4
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Shri K N V Ramani who retires by rotation, as an Independent Director

Details of voting	Assent (For)		Dissent (Against)	
	No. of Votes	% of Votes Received	No. of Votes	% of Votes Received
E-voting	14583595	100.000	-	-
Postal Ballot	18600	95.876	800	4.124
Total	14602195	99.995	800	0.005

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Resolution Number	5
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Shri V Jagadisan who retires by rotation, as an Independent Director

Details of voting	Assent (For)		Dissent (Against)	
	No. of Votes	% of Votes Received	No. of Votes	% of Votes Received
E-voting	14583595	100.000	-	-
Postal Ballot	18800	97.409	500	2.591
Total	14602395	99.997	500	0.003

Resolution Number	6
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Shri Surinder Chhibber who retires by rotation, as an Independent Director

Details of voting	Assent (For)		Dissent (Against)	
	No. of Votes	% of Votes Received	No. of Votes	% of Votes Received
E-voting	14583595	100.000	-	-
Postal Ballot	18500	95.855	800	4.145
Total	14602095	99.995	800	0.005

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Resolution Number	7
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Shri G V S Desikan as an Independent Director

Details of voting	Assent (For)		Dissent (Against)	
	No. of Votes	% of Votes Received	No. of Votes	% of Votes Received
E-voting	14583595	100.000	-	-
Postal Ballot	17900	93.717	1200	6.283
Total	14601495	99.992	1200	0.008

Resolution Number	8
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Shri M J Vijayaraaghavan as an Independent Director

Details of voting	Assent (For)		Dissent (Against)	
	No. of Votes	% of Votes Received	No. of Votes	% of Votes Received
E-voting	14583595	100.000	-	-
Postal Ballot	18900	97.423	500	2.577
Total	14602495	99.997	500	0.003

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Resolution Number	9
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Shri G P Muniappan as an Independent Director

Details of voting	Assent (For)		Dissent (Against)	
	No.of Votes	% of Votes Received	No.of Votes	% of Votes Received
E-voting	14583595	100.000	-	-
Postal Ballot	18700	96.392	700	3.608
Total	14602295	99.995	700	0.005

Resolution Number	10
Nature of Resolution	Ordinary Resolution
Subject Matter	Re-fixing of remuneration to Shri S Muthuswamy, Director and Company Secretary

Details of voting	Assent (For)		Dissent (Against)	
	No.of Votes	% of Votes Received	No.of Votes	% of Votes Received
E-voting	14583595	100.000	-	-
Postal Ballot	18800	96.907	600	3.093
Total	14602395	99.996	600	0.004

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Resolution Number	11
Nature of Resolution	Ordinary Resolution
Subject Matter	Ratification of Remuneration to Cost Auditor

Details of voting	Assent (For)		Dissent (Against)	
	No. of Votes	% of Votes Received	No. of Votes	% of Votes Received
E-voting	14583595	100.000	-	-
Postal Ballot	18366	95.161	934	4.839
Total	14601961	99.994	934	0.006

Resolution Number	12
Nature of Resolution	Special Resolution
Subject Matter	To approve the related party transaction with M/s Trigger Apparels Limited, wholly owned subsidiary

Details of voting	Assent (For)		Dissent (Against)	
	No. of Votes	% of Votes Received	No. of Votes	% of Votes Received
E-voting	14583595	100.000	-	-
Postal Ballot	18800	96.907	600	3.093
Total	14602395	99.996	600	0.004

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Resolution Number	13
Nature of Resolution	Special Resolution
Subject Matter	Fixing Borrowing powers of the Board of Directors under Section 180(1)(c) of Companies Act, 2013

Details of voting	Assent (For)		Dissent (Against)	
	No.of Votes	% of Votes Received	No.of Votes	% of Votes Received
E-voting	14583595	100.000	-	-
Postal Ballot	18640	96.082	760	3.918
Total	14602235	99.995	760	0.005

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Resolution Number	14
Nature of Resolution	Special Resolution
Subject Matter	To create charge on movable and immovable property under Section 180 (1)(a) of Companies Act, 2013

Details of voting	Assent (For)		Dissent (Against)	
	No. of Votes	% of Votes Received	No. of Votes	% of Votes Received
E-voting	14583595	100.000	-	-
Postal Ballot	17825	93.203	1300	6.797
Total	14601420	99.991	1300	0.009

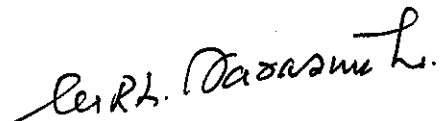
The results of the aforesaid e-voting for the Ordinary / Special Resolutions as sent out in notice dated 01.08.2014 may accordingly be declared by the Chairman


Witness 1 :- M V Jegannathan

34, K G Layout Church Road Extn.,
K.K.Pudur, Coimbatore-641038


Witness 2 :- M.L. Adithya Sudharshan

34-C 3rd Cross R.L.Nagar,
K.K.Pudur, Coimbatore-641038



M.R.L. NARASIMHA, B.Com., FCS
Practising Company Secretary
M No 2851. C P 799
34 - C, IIIRD CROSS,
RAMALINGA NAGAR, K.K PUDUR,
COIMBATORE - 641 038.

Place: - Coimbatore

Date: - 05-09-2014