

K G DENIM LIMITED

CIN : L17115TZ1992PLC003798

THEN THIRUMALAI

METTUPALAYAM - 641 302.

COIMBATORE DISTRICT

TAMILNADU, INDIA.

kg
Denim

Phone : 0091-4254-304000
Fax : 0091-4254-304400
Email : accounts@kgdenim.in
finance@kgdenim.in



27.09.2018

BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001.

Dear Sirs,

Sub : Submission of Scrutinizer Report for the year ended 31st March, 2018.

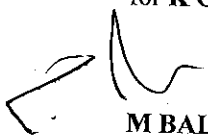
We hereby inform you that at the 26th Annual General Meeting (AGM) of the Company held on September 27 2018 at 4.15 p.m. at the Registered Office of the Company i.e., Then Thirumalai, Jadayamapalayam, Coimbatore – 641 302, the shareholders of the Company have approved all the items set out in the Notice convening the Annual General Meeting.

We are herewith attaching Scrutinizer Report of Mr M.R.L.Narasimha, Practising Company Secretary for Evoting and Ballot voting.

This is for your kind perusal and records.

Thanking you

Yours faithfully
for **K G DENIM LIMITED**


M BALAJI
COMPANY SECRETARY
Membership No.: 8575

Encl : As above

September 27, 2018

REPORT OF SCRUTINIZER

{Pursuant to the section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015}

To

The Chairman

K G DENIM LIMITED

CIN: - L17115TZ1992PLC003798

THEN THIRUMALAI, JADAYAMPALAYAM

METTUPALAYAM – 641 302

Dear Sir,

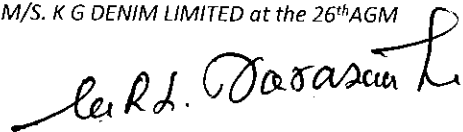
I, M.R.L. Narasimha B.Com, FCS, Practicing Company Secretary, Coimbatore was appointed as Scrutinizer for the 26th (Twenty Sixth) Annual General Meeting of Equity Shareholders of K G DENIM LIMITED to be held on 27th September 2018 at 4.15 PM for the purpose of scrutinizing the E-Voting process and Physical Ballot Voting at the venue carried out as per section 108 of the Companies Act 2013, and Rule 20(4) (xii) of the companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the (Listing Obligations And Disclosure Requirements) Regulations, 2015 on the resolutions referred to this report.

I Submit my Report as under

1. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 18th August 2018 to vote on the proposed 12 (Twelve) Resolutions as mentioned in the Notice of Annual General Meeting of K G DENIM LIMITED (Item No.1 (One) to Item No.12 (Twelve)) of the Notice of the Annual General Meeting of K G DENIM LIMITED. The members holding equity shares as on the cutoff date i.e. 19th September 2018 were only considered for E-voting and voting at the meeting of the venue.
2. The E-Voting period remained open from 09.00 AM on 24th September 2018 up to 05.00 PM on 26th September 2018.

Report of Scrutinizer on remote E-voting & Voting by members of M/S. K G DENIM LIMITED at the 26th AGM

Page 1 of 15



M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

3. The Chairman, at the Annual General Meeting, at the end of discussions on the Resolutions contained in the Notice, allowed voting at the venue of Annual General Meeting on the Ballot Forms provided at the meeting venue to all those members who were present at the meeting but have not cast their votes by availing the remote E-voting.
4. After the conclusion of the Meeting, the Ballot boxes were opened in my presence and the Physical Ballot forms were diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company. I thereafter first counted the votes cast at meeting through these Ballot Forms.
5. The votes cast through E-Voting were unblocked on 27th September 2018 at 21.55 PM in the presence of Mr. M.L. Adithya Sudharshan and Mr. G. Krishnakumar who is not in employment of the company.
6. In tune with the Instructions contained in the instructions given for E-voting sent along with the Notice dated on 1st August 2018, in respect of members who have voted in two modes (ie E-Voting, Physical Ballot form voted at the venue, I have considered only E-Voting by not reckoning the voting done through Ballot form at the venue of the meeting.
7. Four (4) Ballot papers were rejected, for being incomplete and wrong marking.
8. I have collated the votes received through E-Voting process, Physical Ballot forms voted at venue and the same have been furnished hereunder: -

M. R. L. Narasimha

Report of Scrutinizer on remote E-voting & Voting by members of M/S. K G DENIM LIMITED at the 26th AGM

Page 2 of 15

Consolidated Results

- i. Consider and adopt audited Financial Statements, Reports of the Board of Directors and Auditors

| Particulars | Remote E-Voting | | Voting at the AGM | | Total | | Percentage |
|--------------|-----------------|--------------------|-------------------|-----------------|--------------|--------------------|------------|
| | No of Folios | Number of Votes | No of Folios | Number of Votes | No of Folios | Number of Votes | |
| Assent | 26 | 1,45,32,855 | 85 | 7,137 | 111 | 1,45,39,992 | 99.9993 |
| Dissent | - | - | - | - | - | - | - |
| Abstain | - | - | 1 | 100 | 1 | 100 | .0007 |
| Rejections | - | - | 4 | - | 4 | - | - |
| Total | 26 | 1,45,32,855 | 90 | 7,237 | 116 | 1,45,40,092 | 100 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.1 of the Notice dated on 01st August,2018, has been passed with requisite majority

M. R. L. Narasimha

Consolidated Results

ii. To Declare Dividend

| Particulars | Remote E-Voting | | Voting at the AGM | | Total | | Percentage |
|--------------|-----------------|--------------------|-------------------|-----------------|--------------|--------------------|------------|
| | No of Folios | Number of Votes | No of Folios | Number of Votes | No of Folios | Number of Votes | |
| Assent | 26 | 1,45,32,855 | 82 | 7,107 | 108 | 1,45,39,962 | 99.9991 |
| Dissent | - | - | 1 | 100 | 1 | 100 | .0007 |
| Abstain | - | - | 3 | 30 | 3 | 30 | .0002 |
| Rejections | - | - | 4 | - | 4 | - | - |
| Total | 26 | 1,45,32,855 | 90 | 7,237 | 116 | 1,45,40,092 | 100 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.2 of the Notice dated on 01st August,2018, has been passed with requisite majority,

M. R. L. Narasimha

Consolidated Results

iii. Appointment of Shri A. Velusamy (DIN-00002204) who retires by rotation, as a Director

| Particulars | Remote E-Voting | | Voting at the AGM | | Total | | Percentage |
|--------------|-----------------|--------------------|-------------------|-----------------|--------------|--------------------|------------|
| | No of Folios | Number of Votes | No of Folios | Number of Votes | No of Folios | Number of Votes | |
| Assent | 26 | 1,45,32,855 | 83 | 7,032 | 109 | 1,45,39,887 | 99.9986 |
| Dissent | - | - | 1 | 100 | 1 | 100 | .0007 |
| Abstain | - | - | 2 | 105 | 2 | 105 | .0007 |
| Rejections | - | - | 4 | - | 4 | - | - |
| Total | 26 | 1,45,32,855 | 90 | 7,237 | 116 | 1,45,40,092 | 100 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.3 of the Notice dated on 01st August,2018, has been passed with requisite majority ,

M. R. L. Narasimha

Report of Scrutinizer on remote E-voting & Voting by members of M/S. K G DENIM LIMITED at the 26th AGM

Consolidated Results

iv. Re-appointment of Shri. KG. Baalakrishnan (DIN-00002174) as Executive Chairman

| Particulars | Remote E-Voting | | Voting at the AGM | | Total | | Percentage |
|--------------|-----------------|--------------------|-------------------|-----------------|--------------|--------------------|------------|
| | No of Folios | Number of Votes | No of Folios | Number of Votes | No of Folios | Number of Votes | |
| Assent | 18 | 52,10,492 | 86 | 7,237 | 104 | 52,17,729 | 35.8851 |
| Dissent | - | - | - | - | - | - | - |
| Abstain | 8 | 93,22,363 | - | - | 8 | 93,22,363 | 64.1149 |
| Rejections | - | - | 4 | - | 4 | - | - |
| Total | 26 | 1,45,32,855 | 90 | 7,237 | 116 | 1,45,40,092 | 100 |

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.4 of the Notice dated on 01st August,2018, has been passed with requisite majority .

M. R. L. Narasimha

Report of Scrutinizer on remote E-voting & Voting by members of M/S. K G DENIM LIMITED at the 26thAGM

Consolidated Results

v. Re-appointment of Shri. B. Sriramulu (DIN-00002560) as Managing Director

| Particulars | Remote E-Voting | | Voting at the AGM | | Total | | Percentage |
|--------------|-----------------|--------------------|-------------------|-----------------|--------------|--------------------|------------|
| | No of Folios | Number of Votes | No of Folios | Number of Votes | No of Folios | Number of Votes | |
| Assent | 18 | 52,10,492 | 84 | 7,132 | 102 | 52,17,624 | 35.8844 |
| Dissent | - | - | - | - | - | - | - |
| Abstain | 8 | 93,22,363 | 2 | 105 | 10 | 93,22,468 | 64.1156 |
| Rejections | - | - | 4 | - | 4 | - | - |
| Total | 26 | 1,45,32,855 | 90 | 7,237 | 116 | 1,45,40,092 | 100 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.5 of the Notice dated on 01st August,2018, has been passed with requisite majority.

Lee R. Narasimha

Consolidated Results

vi. Re-appointment of Shri. B. Srihari (DIN-00002556) as Managing Director.

| Particulars | Remote E-Voting | | Voting at the AGM | | Total | | Percentage |
|--------------|-----------------|--------------------|-------------------|-----------------|--------------|--------------------|------------|
| | No of Folios | Number of Votes | No of Folios | Number of Votes | No of Folios | Number of Votes | |
| Assent | 18 | 52,10,492 | 84 | 7,132 | 102 | 52,17,624 | 35.8844 |
| Dissent | - | - | 1 | 100 | 1 | 100 | .0007 |
| Abstain | 8 | 93,22,363 | 1 | 5 | 9 | 93,22,368 | 64.1149 |
| Rejections | - | - | 4 | - | 4 | - | - |
| Total | 26 | 1,45,32,855 | 90 | 7,237 | 116 | 1,45,40,092 | 100 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.6 of the Notice dated on 01st August,2018, has been passed with requisite majority .

M.R.L. Narasimha

Consolidated Results

vii. Re-appointment of Shri. K N V. Ramani (DIN-00007931) as Independent Director.

| Particulars | Remote E-Voting | | Voting at the AGM | | Total | | Percentage |
|-------------------|-----------------|--------------------|-------------------|-----------------|--------------|--------------------|------------|
| | No of Folios | Number of Votes | No of Folios | Number of Votes | No of Folios | Number of Votes | |
| Assent | 25 | 1,45,29,005 | 86 | 7,237 | 111 | 1,45,36,242 | 99.9735 |
| Dissent | 1 | 3,850 | - | - | 1 | 3,850 | .0265 |
| Abstain | - | - | - | - | - | - | - |
| Rejections | - | - | 4 | - | 4 | - | - |
| Total | 26 | 1,45,32,855 | 90 | 7,237 | 116 | 1,45,40,092 | 100 |

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.7 of the Notice dated on 01st August,2018, has been passed with requisite majority.

M. R. L. Narasimha

Consolidated Results

viii. Re-appointment of Shri. G V S. Desikan (DIN-00050597) as Independent Director

| Particulars | Remote E-Voting | | Voting at the AGM | | Total | | Percentage |
|-------------------|-----------------|--------------------|-------------------|-----------------|--------------|--------------------|------------|
| | No of Folios | Number of Votes | No of Folios | Number of Votes | No of Folios | Number of Votes | |
| Assent | 26 | 1,45,32,855 | 83 | 7,122 | 109 | 1,45,39,977 | 99.9992 |
| Dissent | - | - | - | - | - | - | - |
| Abstain | - | - | 3 | 115 | 3 | 115 | .0008 |
| Rejections | - | - | 4 | - | 4 | - | - |
| Total | 26 | 1,45,32,855 | 90 | 7,237 | 116 | 1,45,40,092 | 100 |

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.8 of the Notice dated on 01st August,2018, has been passed with requisite majority •

M. R. L. Narasimha

Consolidated Results

ix. Re-appointment of Shri. G P. Muniappan (DIN-01653599) as Independent Director

| Particulars | Remote E-Voting | | Voting at the AGM | | Total | | Percentage |
|--------------|-----------------|--------------------|-------------------|-----------------|--------------|--------------------|------------|
| | No of Folios | Number of Votes | No of Folios | Number of Votes | No of Folios | Number of Votes | |
| Assent | 26 | 1,45,32,855 | 85 | 7,137 | 111 | 1,45,39,992 | 99.9993 |
| Dissent | - | - | - | - | - | - | - |
| Abstain | - | - | 1 | 100 | 1 | 100 | .0007 |
| Rejections | - | - | 4 | - | 4 | - | - |
| Total | 26 | 1,45,32,855 | 90 | 7,237 | 116 | 1,45,40,092 | 100 |

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.9 of the Notice dated on 01st August,2018, has been passed with requisite majority.

M. R. L. Narasimha

Report of Scrutinizer on remote E-voting & Voting by members of M/S. K G DENIM LIMITED at the 26th AGM

Consolidated Results

x. Appointment of Shri. M B N Rao (DIN-00287260) as Independent Director.

| Particulars | Remote E-Voting | | Voting at the AGM | | Total | | Percentage |
|--------------|-----------------|--------------------|-------------------|-----------------|--------------|--------------------|------------|
| | No of Folios | Number of Votes | No of Folios | Number of Votes | No of Folios | Number of Votes | |
| Assent | 26 | 1,45,32,855 | 83 | 7,207 | 109 | 1,45,40,062 | 99.9998 |
| Dissent | - | - | - | - | - | - | - |
| Abstain | - | - | 3 | 30 | 3 | 30 | .0002 |
| Rejections | - | - | 4 | - | 4 | - | - |
| Total | 26 | 1,45,32,855 | 90 | 7,237 | 116 | 1,45,40,092 | 100 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.10 of the Notice dated on 01st August,2018, has been passed with requisite majority -

M. R. L. Narasimha

Report of Scrutinizer on remote E-voting & Voting by members of M/S. K G DENIM LIMITED at the 26th AGM

Consolidated Results

xi. Alteration of Memorandum and Articles of Association.

| Particulars | Remote E-Voting | | Voting at the AGM | | Total | | Percentage |
|--------------|-----------------|--------------------|-------------------|-----------------|--------------|--------------------|------------|
| | No of Folios | Number of Votes | No of Folios | Number of Votes | No of Folios | Number of Votes | |
| Assent | 25 | 1,45,32,588 | 84 | 7,122 | 109 | 1,45,39,710 | 99.9974 |
| Dissent | 1 | 267 | 1 | 100 | 2 | 367 | .0025 |
| Abstain | - | - | 1 | 15 | 1 | 15 | .0001 |
| Rejections | - | - | 4 | - | 4 | - | - |
| Total | 26 | 1,45,32,855 | 90 | 7,237 | 116 | 1,45,40,092 | 100 |

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.11 of the Notice dated on 01st August,2018, has been passed with requisite majority .

M.R.L. Narasimha

Report of Scrutinizer on remote E-voting & Voting by members of M/S. K G DENIM LIMITED at the 26thAGM

Consolidated Results

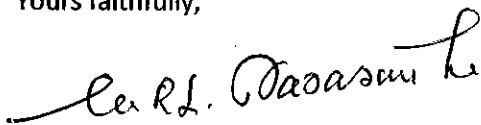
xii. Ratification of remuneration of Cost Auditor.

| Particulars | Remote E-Voting | | Voting at the AGM | | Total | | Percentage |
|--------------|-----------------|--------------------|-------------------|-----------------|--------------|--------------------|------------|
| | No of Folios | Number of Votes | No of Folios | Number of Votes | No of Folios | Number of Votes | |
| Assent | 26 | 1,45,32,855 | 81 | 7,007 | 107 | 1,45,39,862 | 99.9984 |
| Dissent | - | - | - | - | - | - | - |
| Abstain | - | - | 5 | 230 | 5 | 230 | .0016 |
| Rejections | - | - | 4 | - | 4 | - | - |
| Total | 26 | 1,45,32,855 | 90 | 7,237 | 116 | 1,45,40,092 | 100 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.12 of the Notice dated on 01st August,2018, has been passed with requisite majority.

Thanking you,

Yours faithfully,



(M.R.L. NARASIMHA)

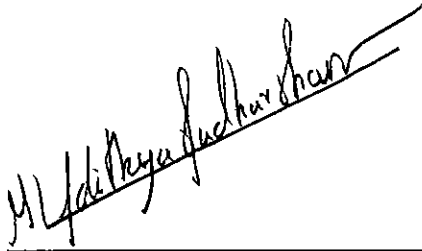
SCRUTNIZER

M.R.L. NARASIMHA, B.Com., FCS.,
Practising Company Secretary
M. No : 2851, C.P. 799,
Old No : 34-C, New No : 8, IIIrd Cross,
RAMALINGA NAGAR, K.K. PUDUR,
COIMBATORE - 641 038
CELL : 98422 54175

Report of Scrutinizer on remote E-voting & Voting by members of M/S. K G DENIM LIMITED at the 26th AGM

M.R.L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

We the undersigned have witnessed that the votes cast through remote e-voting and voting at the AGM Venue were unblocked from CDSL's e-voting website <https://www.evotingindia.com> in our presence on 27th September 2018 at 21.55 PM.



Name: - M.L. Adithya Sudharshan
Address: - Lotus 370-A
Alagesan Road
S.B.Mission Post
Coimbatore 641-011



Name: - G Krishnakumar
Address: - 18, Nanjappa Nagar
Singanallur
Coimbatore-641005

Report of Scrutinizer on remote E-voting & Voting by members of M/S. K G DENIM LIMITED at the 26thAGM