K G DENIM LIMITED
CIN : L17115TZ1992PLC003798
THEN THIRUMALAI
METTUPALAYAM - 641 302.
COIMBATORE DISTRICT
TAMILNADU, INDIA.

GST : 33AAACK7940C1ZW

Phone : 0091-4254-235240
Fax : 0091-4254-235400
email : cskgdl@kgdenim.in

Certificate No: T1606/T1607

Dt. 02.04.2022

Listing Department
BSE Ltd
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Scrip Code: - 500239

Dear Sir / Madam

Subject: Results of Postal Ballot (E-voting) as per 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation") and submission of Scrutinizer's report.

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No.10/2021 dated 23.06.2021 and No.20/2021 dated 08.12.2021 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), the approval of the members of the Company was sought for passing the Special Resolutions set out in the Postal Ballot Notice dated 14th February, 2022 by means of voting through electronic means (remote e-voting) only.

Postal Ballot Notice containing the Resolutions together with the statements setting out material facts concerning the Resolutions set out in the Notice were sent to all the Members, whose names appeared in the Register of Members / List of Beneficiaries as on 25th February, 2022 ("cut-off date") through electronic mail and in accordance with the aforesaid MCA circulars, the Company had provided its members the facility to vote through remote electronic voting only. The remote e-voting period commenced on Thursday, 3rd March, 2022, 9:00 AM and the last date for receipt of voting through electronic means was Friday, 1st April, 2022 05:00 PM. The Board of Directors of the Company at its meeting held on 14th February, 2022, has appointed Mr.M.D.Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore, as Scrutinizer to conduct the postal ballot voting through remote electronic voting means in a fair and transparent manner and for the purpose of ascertaining the requisite majority.

Accordingly, the Scrutinizer has submitted his report on postal ballot (remote e-voting) and based on his report, it is hereby declared that the Resolutions set out in the Postal Ballot Notice dated 14th February, 2022 have been duly passed by the members of the Company with requisite majority. A copy of the report of the Scrutinizer dated 1st April, 2022 is attached hereto.

The details of the votes cast on the Resolution passed through the Postal Ballot (remote e-voting) process are given hereunder:

K G DENIM LIMITED COIMBATORE

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1.	Date of declaration of Postal Ballot Voting Results	Saturday, 2nd April, 2022 at 01:00 PM
2.	Total number of Members as on Cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights	10,247 shareholders (as on 25th February, 2022)
3.	No. of shareholders in the meeting either in person or through proxy: Promoters and Promoter Group: Public	Not Applicable
4.	No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public	Not Applicable

Item No.1 – Special Resolution

Approval for the appointment of Shri. Jaganmohan Ramachandran (DIN: 09125603) as an Independent Director of the company with effect from 14th February, 2022 for a term of five consecutive years

Particulars	No. of remote e-votes	No. of Shares	Percentage to valid votes
(a) Total remote e- votes received	48	1,46,81,790	--
(b) Less: Invalid ballot forms / Abstained	Nil	Nil	--
(c) Net Valid ballot forms / e-votes	48	1,46,81,790	100.00
- Assent	48	1,46,81,790	100.00
- Dissent	0	0	0.00

Accordingly, the above Resolution has been unanimously passed as a **Special Resolution**.

K G DENIM LIMITED COIMBATORE

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Item No.2 – Special Resolution

Approval for the appointment of Smt. Lakshmi Pattabi Raman (DIN: 09488828) as an Independent Director of the company with effect from 14th February, 2022 for a term of five consecutive years

Particulars	No. of remote e-votes	No. of Shares	Percentage to valid votes
(a) Total remote e- votes received	48	1,46,81,790	--
(b) Less: Invalid ballot forms / Abstained	Nil	Nil	--
(c) Net Valid ballot forms / e-votes	48	1,46,81,790	100.00
- Assent	48	1,46,81,790	100.00
- Dissent	0	0	0.00

Accordingly, the above Resolution has been unanimously passed as a **Special Resolution.**

For K G DENIM LIMITED

Date : 02.04.2022
Place : Coimbatore

K G DENIM LIMITED COIMBATORE

KG Baalakrishnan
Executive Chairman
DIN: 00002174

MDS & Associates
Company Secretaries in Practice

M.D.Selvaraj M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.
Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsassociates.in, Web : www.mdsservices.in

SCRUTINIZER'S REPORT ON POSTAL BALLOT (REMOTE E-VOTING) CONDUCTED PURSUANT TO THE POSTAL BALLOT NOTICE DATED 14TH FEBRARY 2022

Date: 1st April 2022

To

The Executive Chairman
M/s. K G Denim Limited
(CIN: L17115TZ1992PLC003798)
Then Thirumalai
Mettupalayam,
Coimbatore -641 302

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot through Remote E-voting conducted pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant MCA circulars issued thereunder

I, M D Selvaraj, FCS, Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. K G Denim Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting for postal ballot carried out in accordance with the provisions of Sections 108, 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and Rules made thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No.10/2021 dated June 23, 2021 and No.20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") in respect of the Special Resolutions as set out in the Postal ballot Notice dated 14th February 2022.

Responsibility of the Management

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolutions, as set out in the Postal Ballot Notice dated 14th February 2022.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot through Remote E-voting process, is restricted to the preparation of the Scrutinizer's Report on the votes cast "in favour" or "against" the Resolutions, as set out in Item No(s).1 & 2 of the Postal Ballot Notice dated 14th February 2022, based on the reports generated from the e-voting system provided by the Link Intime India Private Limited (LIIPL), the Authorized Agency engaged by the Company for providing remote e-voting facilities.

Further in addition to the above, I submit my report as under:

- The Postal Ballot Notice dated 14th February 2022 along with necessary statements setting out the material facts under Section 102 of the Companies Act, 2013 were sent on Wednesday, 2nd March 2022 by Cameo Corporate Services Limited, the Registrar & Share Transfer Agent through electronic mail to those members whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 25th February 2022 ("cut-off date") and who had registered their email ID with the Company / RTA / Depositories in compliance with the MCA Circulars. The Company has also placed the notice of the Postal Ballot on the website of the Company.

- The shareholders of the Company holding shares as on the "cut-off" date on Friday, 25th February 2022 were entitled to vote on the proposed resolutions as set out in Item No(s). 1 & 2 of the Postal Ballot Notice.

- The remote e-voting period remained open from Thursday, 3rd March, 2022, 9:00 AM to Friday, 1st April, 2022, 5:00 PM (both days inclusive). During the said period, the members of the Company, holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. 25th February 2022 were entitled to vote on the resolutions set out in the Notice of Postal ballot through remote e-voting.

- The e-voting module of Link Intime India Private Limited ("LIIPL") was disabled on Friday, 1st April, 2022 at 5:00 PM and I, as the Scrutinizer, unblocked the votes cast, on Friday, 1st April, 2022 at 5:17 PM in the presence of Mr.A.Selten Jayaraj (the undersigned as Witness No.1) and Mr.J.Ijaz Ahamed (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).

Witness No.1	Witness No.2
Name: Mr.A.Selten Jayaraj	Name: Mr.J.Ijaz Ahamed

- I have scrutinized the remote e-voting for the postal ballot and the votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).

I now hereby submit my report on the result of the remote e-voting in respect of the said resolution, as under:

SPECIAL BUSINESS

Resolution No: 1

Special resolution

Approval for the appointment of Shri. Jaganmohan Ramachandran (DIN: 09125603) as an Independent Director of the company with effect from 14th February, 2022 for a term of five consecutive years

VOTES CAST **IN FAVOUR** OF THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast in favour the Resolution	Percentage of Total Number of votes cast
48	1,46,81,790	100.00

VOTES CAST **AGAINST** THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast against The Resolution	Percentage of Total Number of votes cast
0	0	0.00

INVALID VOTES

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
0	0

Note: Thus, the Special Resolution as given in Item No. 1 may be considered as unanimously passed.

SPECIAL BUSINESS

Resolution No: 2

Special resolution

Approval for the appointment of Smt. Lakshmi Pattabi Raman (DIN: 09488828) as an Independent Director of the company with effect from 14th February, 2022 for a term of five consecutive years

VOTES CAST **IN FAVOUR** OF THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast in favour the Resolution	Percentage of Total Number of votes cast
48	1,46,81,790	100.00

VOTES CAST **AGAINST** THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast against The Resolution	Percentage of Total Number of votes cast
0	0	0.00

INVALID VOTES

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
0	0

Note: Thus, the Special Resolution as given in Item No. 2 may be considered as unanimously passed.

Yours faithfully,

M.D. Selvaraj

MDS & ASSOCIATES
Prop : M.D.SELVARAJ M.Com, MBA,FCS,
COMPANY SECRETARY IN PRACTICE
FCS - 960, CP - 411
"SURYA" 35, MAYFLOWER AVENUE
SOWRIPALAYAM ROAD,COIMBATORE - 641 028

UDIN: F000960D000006471

Based on the Scrutinizer's Report
Resolution No(s). 1 & 2 have been unanimously passed
For K G DENIM LIMITED

KG Baalakrishnan
Executive Chairman
DIN: 00002174

K G DENIM LIMITED COIMBATORE