

# K G DENIM LIMITED

CIN : L17115TZ1992PLC003798

THEN THIRUMALAI  
METTUPALAYAM - 641 302.  
COIMBATORE DISTRICT  
TAMILNADU, INDIA.



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



NABL  
Certificate No: T1608/T1607



GST : 33AAACK7940C1ZW

29<sup>th</sup> September, 2022

To  
Listing Department  
BSE Limited  
25<sup>th</sup> Floor, PJ Towers, Dalal Street  
Mumbai – 400 001

Dear Sir / Madam,

*Scrip Code: 500239*

**Sub: Proceedings of the 30<sup>th</sup> Annual General Meeting of the Company held on Wednesday the 28<sup>th</sup> day of September, 2022 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")**

Pursuant to Regulation 30 read with Para A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 30<sup>th</sup> Annual General Meeting of the Company was duly held on Wednesday the 28<sup>th</sup> day of September, 2022 at 03:30 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 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 circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI Circulars") during the years 2020, 2021 & 2022 and as per the applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder and the proceedings of the said meeting is given hereunder:

Smt P Krishnaveni, Company Secretary, welcomed the Shareholders, Directors, Auditors, and Scrutinizer and informed that the 30<sup>th</sup> Annual General Meeting of K G Denim Limited is being held through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") facility. She further informed that the facility of joining the AGM through Video Conference or Other Audio-Visual Means is being made available for all the members of the Company.

Further she informed that, the Board of Directors have appointed Shri.M.D.Selvaraj, FCS, of M/s. MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer to conduct the remote e-voting and e-voting process at the 30<sup>th</sup> AGM in a fair and transparent manner and to ascertain the requisite majority.

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Thereafter, she briefed certain procedural and technical information regarding the participation by the members through Video Conferencing / Other Audio-Visual Means including the guidelines applicable to speaker shareholders who have registered themselves for raising their question/queries during the meeting.

She further informed the members that based on the reasons of business exigency/urgency, the Board of Directors of the Company have decided that the 'Special Business items' included in the notice convening the Meeting was unavoidable, hence was being considered.

A total of 58 members representing 1,36,67,393 equity shares has attended the meeting through the Video Conferencing / Other Audio-Visual Means.

Then she invited Shri KG Baalakrishanan, Chairman of the Board to chair the meeting and conduct the 30<sup>th</sup> Annual General Meeting.

Shri KG Baalakrishanan, Chairman welcomed the Shareholders, Directors, Auditors and Scrutinizer for the 30<sup>th</sup> Annual General Meeting held through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") facility.

He informed that the 30<sup>th</sup> Annual General Meeting is being conducted through Video Conferencing facility in compliance with the framework issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India through their respective circulars. Further he stated that the proceedings of this meeting were being recorded and the recorded video would be posted on the website of the Company.

Then he introduced the following members of the Board & Key Executives of the Company who were present at the 30<sup>th</sup> Annual General Meeting from the Registered Office of the Company and from other various locations through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):

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Name of the Director	Category / Designation
Shri KG Baal Krishnan	Executive Chairman
Shri B Sriramulu	Managing Director
Shri B Srihari	Managing Director
Smt T Anandhi	Director
Shri A Velusamy	Director
Shri N Govindarajan	Independent Director
Shri A P Seturaaman	Independent Director & Chairman of Stakeholders Relationship Committee
Shri Jaganmohan Ramachandran	Independent Director & Chairman of Audit Committee and Nomination and Remuneration Committee
Shri S Manickam	Chief Financial Officer (CFO)
Smt P Krishnaveni	Company Secretary

He further informed that Shri V Karthikeyan, Partner of Mohan & Venkataraman, retiring Statutory Auditors, Shri R Mahadevan, Partner of Gopalaier and Subramanian, new Statutory Auditors and Shri M D Selvaraj, FCS, of MDS & Associates, Scrutinizer for the meeting were also present at the 30<sup>th</sup> Annual General Meeting through VC/OAVM.

Further he informed that Shri M B N Rao and Smt Lakshmi Pattabi Raman, Independent Directors being pre-occupied with other commitments could not make it to the meeting.

He informed that the requisite quorum is present and the meeting is called to order.

He further mentioned that since there was no physical attendance of the Members, the requirement of appointment of proxies was not applicable.

Further he affirmed that he is satisfied with the facilities provided to the members of the Company for participating in this meeting through Video Conferencing and that the Company has taken all efforts feasible under the circumstances to enable the members to participate and vote on the items being considered in the meeting.

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He further informed the members that the Registers as required under the Companies Act, 2013 were made available electronically for inspection by the Members during the AGM.

Further he informed that since the notice of the AGM along with the audited financial statements and the Directors' report has already been circulated to all the members, the same has been taken as read.

As there are no qualifications or comments or remarks in the Statutory Auditors Report for the year ended 31<sup>st</sup> March 2022, the same was taken as read by the Chairman. Further he informed that the Secretarial Auditor has qualified that the Company has not given significant changes in the Key Financial Ratios and change in Net worth in Management Discussion and Analysis as per Clause V(B) of SEBI (LODR) Regulations, 2015 and that the compliance of the above regulation shall be ensured in future. The Secretarial Auditors Report was taken as read by the Chairman.

Thereafter Shri B Sriramulu, Managing Director took over the proceedings of the Meeting and briefed about the performance of the Company.

He then read the summary of the resolutions set out in the agenda Item No.1 to 6 of the Notice of the 30<sup>th</sup> Annual General Meeting dated 13<sup>th</sup> August, 2022 as follows;

## Ordinary Business:

1. Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2. Re-appointment of Smt Thulasidharan Anandhi (DIN: 00050786) as Director, who retires on rotation. (Ordinary Resolution)
3. Re-appointment of Shri Ayyalusamy Velusamy (DIN: 00002204) as Director, who retires on rotation. (Ordinary Resolution)
4. Appointment of Gopalaiyer and Subramanian as the Statutory Auditors of the Company in place of retiring Auditors Mohan & Venkataraman (Ordinary Resolution)

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## Special Business:

5. Ratification of remuneration to be paid to Shri M Nagarajan, Cost Accountant, for the conduct of the cost audit of the Company's textile manufacturing plant at Then Thirumalai, Jadayampalayam, Coimbatore-641302 (Ordinary Resolution)
6. Adoption of new set of Articles of Association (Special Resolution)

Smt P Krishnaveni, Company Secretary opened the floor for the registered speaker shareholders to raise their queries and explained them about the procedure to be followed.

Shri B Sriramulu, Managing Director of the Company then invited the shareholders who had registered themselves as speakers to ask question or express their views through Video Conferencing facility. He then clarified the queries raised by the members.

Thereafter, Smt P Krishnaveni, Company Secretary informed that the e-voting facility provided by the Central Depository Services (India) Limited (CDSL) would remain open for the next 15 minutes to enable the shareholders, who are present at the meeting and had not cast their votes through remote e-voting, to cast their votes electronically. She further informed that the results of the voting shall be declared within the prescribed time and the consolidated scrutinizer's report along with the voting results would be submitted to the CDSL and BSE Limited and would also be placed on the Company's website (<https://www.kgdenim.com>).

She then thanked the shareholders / Directors / Auditors / Scrutinizer, who have joined the 30<sup>th</sup> Annual General Meeting through Video Conferencing facility/Other Audio-Visual Means.

The 30<sup>th</sup> AGM was concluded at 04:15 PM.

Kindly take the above on record.

Thanking you,  
Yours faithfully,

**For K G Denim Limited**

KRISHNAVENI  
I PERIASAMY

Digitally signed by  
KRISHNAVENI PERIASAMY  
Date: 2022.09.29 14:57:59  
+05'30'

**P Krishnaveni  
Company Secretary**