

K G DENIM LIMITED

CIN : L17115TZ1992PLC003798

THEN THIRUMALAI

METTUPALAYAM - 641 302.

COIMBATORE DISTRICT

TAMILNADU, INDIA.

kg
Genim

Phone : 0091-4254-235240

Fax : 0091-4254-235400

email : cskgdl@kgdenim.in

GST : 33AAACK7940C1ZW



NABL
Certificate No: T1606/T1607



29th September 2022

To
The General Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

Dear Sir / Madam,

Sub : Disclosure pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref : Scrip Code : 500239

We are pleased to inform that the 30th Annual General Meeting (AGM) of the Company was held on Wednesday, the 28th day of September, 2022 at 3.30 P.M (IST) through Video Conferencing ('VC') / Other Audio-Visual means ('OAVM') in compliance with the circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India ("SEBI") from time to time.

In this regard, please find enclosed the Combined Scrutinizer's Report dated September 28th, 2022, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended which also includes the voting results of the business transacted at the AGM, as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above on record.

Thanking You,

Yours truly,

For K G Denim Limited

KRISHNAVENI Digitally signed by
KRISHNAVENI PERIASAMY
Date: 2022.09.29 16:32:37
+05'30'

P Krishnaveni
Company Secretary & Compliance Officer

Encl: as above

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**Declaration of results of the voting on resolution(s) set out in the
Notice of the 30th Annual General Meeting (“AGM”) of the Company held through
Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on 28th September, 2022**

The 30th Annual General Meeting of the Company was held on Wednesday, 28th September, 2022, at 3:30 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to seek the approval of the members on the Resolution(s) as set out in the Notice of AGM dated 13th August, 2022 in accordance with the provisions of Section 108 and 109 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 permitting the conduct of the AGM through VC / OAVM facility.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the MCA / SEBI Circulars, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, provided e-voting platform to the shareholders, who were present at the 30th Annual General Meeting through Video Conferencing / Other Audio-Visual Means and who had not cast their vote through remote e-voting, on the below mentioned resolution(s).

The Company has appointed Mr M D Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting provided at the 30th Annual General Meeting in a fair and transparent manner and to ascertain the requisite majority.

Accordingly, the Scrutinizer has submitted his Combined Report for the remote e-voting process and the e-voting at the 30th Annual General Meeting held on 28th September, 2022 which has been attached hereto.

Based on the report of the Scrutinizer dated 28th September, 2022, it is hereby declared that the Resolution(s) under Item No(s).1 to 6 set out in the Notice dated 13th August, 2022, as detailed herein below, have been duly passed by the shareholders with requisite majority.

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Certificate No: T1606/T1607



-:2:-

Item No.1 – Ordinary Resolution

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	77	1,53,97,198	--
(b) Less: Invalid votes	0	0	--
(c) Net Valid E-Votes	77	1,53,97,198	100.00
- Assent	77	1,53,97,198	100.00
- Dissent	0	0	0.00

Accordingly, the above Resolution has been unanimously passed as an **Ordinary Resolution**.

Item No.2 – Ordinary Resolution

Re-appointment of Smt Thulasidharan Anandhi (DIN: 00050786) as Director, who retires on rotation.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	77	1,53,97,198	--
(b) Less: Invalid votes	0	0	--
(c) Net Valid E-Votes	77	1,53,97,198	100.00
- Assent	76	1,53,97,098	100.00
- Dissent	1	100	Negligible

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

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K G DENIM LIMITED

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TAMILNADU, INDIA.



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



NABL
Certificate No: T1606/T1607



GST : 33AAACK7940C1ZW

-:3:-

Item No.3 – Ordinary Resolution

Re-appointment of Shri Ayyalusamy Velusamy (DIN: 00002204) as Director, who retires on rotation.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	77	1,53,97,198	--
(b) Less: Invalid votes	0	0	--
(c) Net Valid E-Votes	77	1,53,97,198	100.00
- Assent	76	1,53,97,098	100.00
- Dissent	1	100	Negligible

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

Item No.4 – Ordinary Resolution

Appointment of Gopalaiyer and Subramanian as the Statutory Auditors of the Company in place of retiring Auditors Mohan & Venkataraman.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	77	1,53,97,198	--
(b) Less: Invalid votes	0	0	--
(c) Net Valid E-Votes	77	1,53,97,198	100.00
- Assent	76	1,53,97,098	100.00
- Dissent	1	100	Negligible

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

K G DENIM LIMITED

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NABL
Certificate No: T1608/T1607



-:4:-

Item No.5 – Ordinary Resolution

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.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	77	1,53,97,198	--
(b) Less: Invalid votes	0	0	--
(c) Net Valid E-Votes	77	1,53,97,198	100.00
- Assent	75	1,53,96,998	100.00
- Dissent	2	200	Negligible

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

Item No.6 – Special Resolution

Adoption of new set of Articles of Association.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	77	1,53,97,198	--
(b) Less: Invalid votes	0	0	--
(c) Net Valid E-Votes	77	1,53,97,198	100.00
- Assent	75	1,53,96,898	100.00
- Dissent	2	300	Negligible

Accordingly, the above Resolution is declared as passed as a **Special Resolution** with requisite majority.

Date: 29th September 2022

Place: Coimbatore

For K G Denim Limited

KG
Balakrishnan

KG Baalakrishnan
(DIN: 00002174)
Executive Chairman

Digitally signed by K.G. Baalakrishnan
DN: cn=K.G. Baalakrishnan, o=K.G. Denim Limited, email=kgdenim@kgdenim.in, postalCode=641302, serialNumber=1, c=IN
Date: 2022.09.29 15:59:19 +05'30'



"Surya Enclave", 37, Mayflower Avenue, Sowripalayam Road, Coimbatore - 641 028
Phone : 0422-2318780, 2316755 E-mail : mds@mdsassociates.in

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND
E-VOTING AT THE ANNUAL GENERAL MEETING
(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014 - as amended and
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)**

To

The Executive Chairman
30th Annual General Meeting of the Equity Shareholders of
M/s. K G Denim Limited
(CIN: L17115TZ1992PLC003798)
Held on Wednesday, 28th September 2022, at 3:30 PM
Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting and e-voting conducted at the 30th Annual General Meeting of M/s. K G Denim Limited held on 28th September 2022.

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 and the e-voting conducted at the 30th Annual General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting at the Annual General Meeting on the resolution(s) as set out in the Notice convening the 30th Annual General Meeting of the Company held on Wednesday, 28th September 2022, at 3:30 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 Securities and Exchange Board of India ("SEBI Circulars") during the years 2020, 2021 & 2022 permitting the conduct of the Annual General Meeting through VC / OAVM facility.



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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to exercising of voting rights through electronic means, on the resolution(s) as set out in the Notice convening the 30th Annual General Meeting dated 13th August 2022.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 30th Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No. 1 to Item No. 6 in the Notice convening the 30th Annual General Meeting of the Company dated 13th August 2022, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited ("CDSL"), the Authorized Agency, engaged by the Company for providing e-voting facilities.

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

- a. The Notice dated 13th August 2022 convening the 30th Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 30th Annual General Meeting of the Company, were sent by the Registrar and Share Transfer Agent viz. M/s. Cameo Corporate Services Limited through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA Circulars and SEBI Circulars. The Company has also placed the notice of the 30th Annual General Meeting on its website.
- b. The Company has availed the e-voting services offered by CDSL for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.
- c. The remote e-voting period commenced on Sunday, 25th September 2022 at 9:00 AM (IST) and ended on Tuesday, 27th September 2022 at 5:00 PM (IST). During the period, the members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e., 21st September 2022 were entitled to vote on the resolutions set out in the Notice of the 30th Annual General Meeting. The remote e-voting module of CDSL was disabled on Tuesday, 27th September 2022 at 5:00 PM (IST).



- d. Upon the commencement of the 30th Annual General Meeting, the e-voting platform was activated to enable the shareholders who were present at the 30th Annual General Meeting through video conferencing / other audio-visual means and who had not cast their vote on the resolutions through remote e-voting to vote through e-voting facility at the Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 28th September 2022 at 4:49 PM in the presence of Mr.A.Selten Jayaraj and Ms. Monika Nagaraj, 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).
- f. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of CDSL.
- g. I have scrutinized the votes cast by remote e-voting and by e-voting at the Annual General Meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- h. Based on the reports generated from the e-voting portal of CDSL, I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and e-voting at the meeting on the resolution(s) as set out under Item No.1 to Item No.6 of the Notice convening the 30th Annual General Meeting as under:



Ordinary Business

Resolution No: 1

Ordinary resolution

Adoption of the audited standalone and consolidated financial statements of the company for the financial year ended 31st March, 2022, together with the reports of the Board of Directors and the Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	76	1,48,38,720	100.00
E-Voting at AGM	1	5,58,478	100.00
Total Voting	77	1,53,97,198	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at AGM	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

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



Ordinary Business

Resolution No: 2

Ordinary resolution

Re-appointment of Smt. Thulasidharan Anandhi (DIN: 00050786) as Director, who retires by rotation.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	75	1,48,38,620	100.00
E-Voting at AGM	1	5,58,478	100.00
Total Voting	76	1,53,97,098	100.00

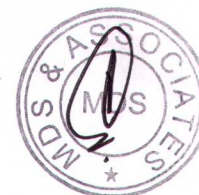
VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	1	100	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	1	100	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 2 may be considered as passed with requisite majority.



Ordinary Business

Resolution No: 3

Ordinary resolution

Re-appointment of Shri. Ayyalusamy Velusamy (DIN: 00002204) as Director, who retires by rotation.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	75	1,48,38,620	100.00
E-Voting at AGM	1	5,58,478	100.00
Total Voting	76	1,53,97,098	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	1	100	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	1	100	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 3 may be considered as passed with requisite majority



Ordinary Business

Resolution No: 4

Ordinary resolution

Appointment of Gopalaiyer and Subramanian, (Firm Registration No. 000960S), Chartered Accountants, Coimbatore as the Statutory Auditors of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	75	1,48,38,620	100.00
E-Voting at AGM	1	5,58,478	100.00
Total Voting	76	1,53,97,098	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	1	100	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	1	100	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 4 may be considered as passed with requisite majority.



Special Business**Resolution No: 5****Ordinary resolution**

Ratification of payment of remuneration to Shri M. Nagarajan (ICAI Membership No: 102133), Cost Accountant, Coimbatore, Cost Auditors of the Company for the financial year ending 31st March 2023.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	74	1,48,38,520	100.00
E-Voting at AGM	1	5,58,478	100.00
Total Voting	75	1,53,96,998	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	2	200	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	2	200	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 5 may be considered as passed with requisite majority.



Special Business**Resolution No: 6****Special resolution**

Adoption of new set of Articles of Association.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	74	1,48,38,420	100.00
E-Voting at AGM	1	5,58,478	100.00
Total Voting	75	1,53,96,898	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	2	300	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	2	300	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Special Resolution as given in Item No. 6 may be considered as passed with requisite majority.

Yours faithfully

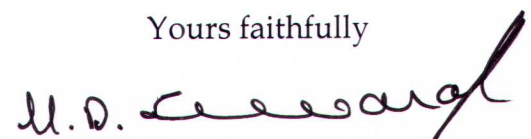
Place : Coimbatore

Date : 28th September 2022

Based on the Scrutinizer's Report, the Resolution Nos. 1 to 6 have been passed with requisite majority

**K G
Balakris
hnan**

Digitally signed by K G Balakrishnan
DN: c=IN, o=Personal, title=9460,
pseudonym=7d9a36156a118d9b4d
7110fc73db768cda96c546d49ef2c4
2f71ed64a5c092f1,
postalCode=641018, st=Tamil Nadu,
serialNumber=f0caed8ca322f0bfaee
32557d62bbe8551b4ba92c979487f
7a2aefd62f2358e3, cn=K G
Balakrishnan
Date: 2022.09.29 16:00:12 +05'30'



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: F000960D001071458