

# K G DENIM LIMITED

CIN : L17115TZ1992PLC003798

THEN THIRUMALAI

METTUPALAYAM - 641 302.

COIMBATORE DISTRICT

TAMILNADU, INDIA.

GST No. : 33AAACK7940C1ZW

kg  
Denim

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Dt: 01.12.2020

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001.

Scrip Code :500239

Dear Sir/Madam,

**Sub : Result of voting and Scrutinizers Report – 28<sup>th</sup> Annual General Meeting (AGM) held on 30.11.2020**

**Ref : K G Denim Limited.**

With reference to the above subject, please find attached the following documents with regard to voting results of the business transacted at the 28<sup>th</sup> Annual General Meeting of the shareholders of the company held on 30.11.2020 through Video Conferencing.

1. Voting results in the format prescribed under Regulation 44 of SEBI (LODR) Regulations, 2015.
2. Consolidated Report of Scrutinizer, Shri M R L Narasimha, Practicing Company Secretary on remote e-voting and voting at the AGM.

This is for your kind information.

Thanking you

Yours faithfully  
For **K G DENIM LIMITED**

**M BALAJI**  
**COMPANY SECRETARY**

Encl : As above

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

To, The Chairman,

28<sup>th</sup> (Twenty-Eight) Annual General Meeting (AGM) of the Equity Shareholders of K G DENIM LIMITED held on Monday, November 30, 2020, at 03:00 p.m. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

Dear Sir,

I, M.R.L. Narasimha, Practicing Company Secretary, residing at 34-C 3<sup>rd</sup> Cross Ramalinga Nagar K.K.Pudur Coimbatore 641-038, appointed as Scrutinizer by the Board of Directors of K G DENIM LIMITED (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 28<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Monday, November 30, 2020 at 03:00 p.m. through VC, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the 28<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favor or against if any, to the Chairman on the resolutions.
2. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by Central Depository Services (India) Limited (CDSL)

*M.R.L. Narasimha*

3. In accordance with the Notice of the 28<sup>th</sup> Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on November 7, 2020, the remote e-voting opened at 9:00 AM on November 27, 2020 and remained open up to 5:00 PM on November 29, 2020.
4. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by CDSL at the AGM.
5. The Equity Shareholders holding shares as on November 23, 2020, "cut off date", were entitled to vote electronically on the resolutions stated in the Notice of the 28<sup>th</sup> Annual General Meeting of the Company.
6. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of Central Depository Services Limited ([https:// www.evotingindia.com](https://www.evotingindia.com)) in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
8. Based on the data downloaded from CDSL e-voting system, the total votes cast in favor or against all the resolutions proposed in the Notice dated September 14,2020 of the AGM are as under

**a) Resolution-1: Ordinary Resolution**

To consider and adopt Standalone and Consolidated Annual Financial Statements including the Balance Sheet as at 31st March 2020, the Statement of Profit and Loss and Cash Flow Statements for the year ended 31st March 2020 and the Reports of the Directors and Auditors thereon

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	45	1,46,79,061	99.999
Dissent	6	10	0.001
Abstain	-	-	-
Rejections	-	-	-
<b>Total</b>	<b>51</b>	<b>1,46,79,071</b>	<b>100</b>

*M.R.L. Narasimha*

**b) Resolution-2: Ordinary Resolution**

To appoint a Director in place of Shri B Sriramulu, who retires by rotation and, being eligible, offers himself for reappointment

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	36	53,13,962	36.200
Dissent	6	10	0.001
Abstain	9	93,65,099	63.799
Rejections	-	-	-
<b>Total</b>	<b>51</b>	<b>1,46,79,071</b>	<b>100</b>

**c) Resolution-3: Ordinary Resolution**

Re-appointment of Shri A P Seturaaman (DIN 07331898) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 5<sup>th</sup> November 2020 up to 31<sup>st</sup> March 2025

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	45	1,46,79,061	99.999
Dissent	6	10	0.001
Abstain	-	-	-
Rejections	-	-	-
<b>Total</b>	<b>51</b>	<b>1,46,79,071</b>	<b>100</b>

*M. R. L. Narasimha*

**d) Resolution-4: Ordinary Resolution**

Appointment of Shri N Govindarajan (holding DIN : 00366402) as an Independent Director of the Company to hold office for a term of 5 consecutive years commencing from 29<sup>th</sup> July 2020

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	45	1,46,79,061	99.999
Dissent	6	10	0.001
Abstain	-	-	-
Rejections	-	-	-
<b>Total</b>	<b>51</b>	<b>1,46,79,071</b>	<b>100</b>

**e) Resolution-5: Ordinary Resolution**

Ratification and confirmation of Remuneration paid to Mr. M Nagarajan, Cost Accountant, for the conduct of the cost audit of the Company's Textile manufacturing plant at Then Thirumalai, Jadayampalayam, Coimbatore- 641 302

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	45	1,46,79,061	99.999
Dissent	6	10	0.001
Abstain	-	-	-
Rejections	-	-	-
<b>Total</b>	<b>51</b>	<b>1,46,79,071</b>	<b>100</b>

*M. R. L. Narasimha*

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

9. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves, and signs the minutes of the 28<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Place: - Coimbatore

Date: - 30-11-2020

UDIN: - F002851B001356302

*M. L. Adithya Sudharshan*  
Witness-1

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.

*M. R. L. Narasimha*

M.R.L. Narasimha

Practicing Company Secretary

FCS:- 2851

COP:- 799

*S. Padmavathy*

Witness-2

M.L. Adithya Sudharshan

Lotus 370-A

Alagesan Road

S.B. Mission Post

Coimbatore 641-011

S. Padmavathy

599 Telegu Street

Coimbatore 641-001

Based on the Scrutinizer's report the resolutions 1 to 5 has been passed with requisite majority.

DATE: 30.11.2020

*K G Baalakrishnan*

K G BAALAKRISHNAN  
EXECUTIVE CHAIRMAN  
K G DENIM LIMITED  
( DIN: 00002174 )