

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



November 14, 2018

The DCS- CRD

BSE Limited

Corporate Relationship Department

1st Floor, New Trading Ring,

Rotunda Building, P. J. Towers,

Dalal Street, Mumbai- 400 001

Dear Sir /Madam,

Scrip Code: 500239

Sub.: Outcome of Board Meeting under regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Pursuant to the requirements of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have to inform you that the Board of Directors of our Company in its meeting held on Wednesday, the November 14, 2018 has inter-alia discussed and approved:

1. The proposal to buyback upto 25,00,000 (Twenty Five Lakhs only) fully paid-up equity shares of Rs. 10/- each of the Company (representing 9.75% of the total number of equity shares in the paid-up share capital of the Company) at a price of Rs. 40/- (Rupees Fourty only) per equity share payable in cash for an aggregate consideration not exceeding Rs. 10.00 Crores (Rupees Ten Crore only), representing 9.26% of the paid-up share capital and free reserves as per the audited standalone financial statements of the Company for the financial year ended March 31, 2018, being less than 10% of the fully paid-up equity share capital and free reserves as per the audited standalone financial statements of the Company for the financial year ended March 31, 2018 (the last audited financial statements available as on the date of Board meeting recommending the proposal of the Buyback) from all the equity shareholders of the Company, as on the record date, on a proportionate basis through a "Tender Offer" route in accordance with the provisions contained in the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (the "Buyback"), subject to all other applicable statutory approvals.



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2. Noted that promoter/promoter group of the Company do not intend to participate in the proposed buyback.
3. Appointed:
 - i. Keynote Corporate Services Ltd. Merchant Bankers as the "Manager to the Offer" for the proposed buy-back
 - ii. Cameo Corporate Services Limited a SEBI Registered R & T agent and the existing Registrar to the Company as "R & T Agent" for the purpose of complete coordination in respect of the Buy Back of shares of the Company.
4. Constitution of Buyback Committee (the "Buyback Committee") comprising of Shri B Sriramulu, Managing Director, Shri A Velusamy, Director and Shri M Balaji, Company Secretary and delegated its powers to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary expedient, usual or proper, in connection with the Buyback.
5. The pre- Buy back shareholding pattern is enclosed in the Annexure

The Meeting commenced at 4.00 p.m. and concluded at 5.30 p.m.

Kindly put up this letter on the notice board of your exchange for information of the members of the exchange.

Thanking you,

Yours truly,
For K G Denim Limited

M Balaji
Company Secretary



Encl: as above

Holding of specified securities (Statement Showing Shareholding Pattern)

1. Name of Listed Entity : KG DENIM LIMITED
2. Scrip Code / Name of Scrip / Class of Security 500239 / KG DENIM / EQUITY
3. Share Holding Pattern Filed under: Reg. 31(1)(a) / Reg. 31(1)(b) / Reg.31(1)(c)
 - a. If under 31(1)(b) then indicate the report for Quarter ending 30-Sep-2018
 - b. If under 31(1)(c) then indicate date of allotment/extinguishment 30-Sep-2018

Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

4.

Particulars	Yes*	No*
1 Whether the Listed Entity has issued any partly paid up shares?		NO
2 Whether the Listed Entity has issued any Convertible Securities or Warrants?		NO
3 Whether the Listed Entity has any shares against which depository receipts are issued?		NO
4 Whether the Listed Entity has any shares in locked-in?		NO
5 Whether any shares held by promoters are pledge or otherwise encumbered?	YES	

5. The tabular format for disclosure of holding of specified securities is as follows:-

For K G DENIM LIMITED

M. BALAJI
COMPANY SECRETARY

Table I - Summary Statement holding of specified securities

Category (I)	Category of Shareholder (II)	Nos. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
							Class eg. X	Class eg. Y	Total									
A.	PROMOTER & PROMOTER GROUP	16	15031403	0	0	15031403	58.59	15031403	0	15031403	58.59	0	58.59	0	0	2000000	13.31	15031403
B.	PUBLIC	14713	10622502	0	0	10622502	41.41	10622502	0	10622502	41.41	0	41.41	0	0	0	0	8898338
C.	NON PROMOTER-NON PUBLIC	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
C1.	SHARES UNDERLYING DRS	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
C2.	SHARES HELD BY EMPLOYEE TRUSTS	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	14729	25653905	0	0	25653905	100	25653905	0	25653905	100	0	100	0	0	2000000	7.8	23929741

For K G DENIM LIMITED



M. BALAJI
COMPANY SECRETARY

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholders (I)	PAN (II)	Nos. of Shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV + V + VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of A+B+C2	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No. of Voting Rights		Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class X	Class Y								
1. INDIAN																	
a. Individuals/Hindu undivided Family		12	9869258	0	0	9869258	38.47	9869258	0	9869258	38.47	0	0	0	0	0	9869258
Names :																	
BALAKRISHNAN K G MR	AEBPB5723J		2578560			2578560	10.05	2578560	0	2578560	10.05	0	0	0	0	0	2578560
SRIHARI B.	AKIPS5721J		2231859			2231859	8.7	2231859	0	2231859	8.7	0	0	0	0	0	2231859
SRIRAMULU B	ALJPS3145C		2208659			2208659	8.61	2208659	0	2208659	8.61	0	0	0	0	0	2208659
SATHYABAMA B	ALJPS3143E		1886500			1886500	7.35	1886500	0	1886500	7.35	0	0	0	0	0	1886500
VASANTHI R MRS	ABRPV2548L		174100			174100	0.68	174100	0	174100	0.68	0	0	0	0	0	174100
DHANALAKSHMI B MRS	ADDPD3555H		173400			173400	0.68	173400	0	173400	0.68	0	0	0	0	0	173400
ANANDHI T MRS	ACYPA3154D		150000			150000	0.58	150000	0	150000	0.58	0	0	0	0	0	150000
NIRUPA SRIRAMULU	AHFPS4020C		169185			169185	0.66	169185	0	169185	0.66	0	0	0	0	0	169185
BAKTHAVATHSALAM G	ACJPB5295P		104609			104609	0.41	104609	0	104609	0.41	0	0	0	0	0	104609
DEEPIKA KARTHIKEYAN	ACGPK9036J		72600			72600	0.28	72600	0	72600	0.28	0	0	0	0	0	72600
PRANAV SRIRAMAN	ARFPP9847C		67736			67736	0.26	67736	0	67736	0.26	0	0	0	0	0	67736
AADYA SRIHARI	AJQPA5019A		52050			52050	0.2	52050	0	52050	0.2	0	0	0	0	0	52050
b. Central Government/ State Government(s)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
c. Financial Institutions/ Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
d. ANY OTHER																	
Bodies Corporate		4	5162145	0	0	5162145	20.12	5162145	0	5162145	20.12	0	0	2000000	13.31	0	5162145
Names :																	
SRI KANNAPIRAN MILLS LIMITED	AACCS9186Q		3065183			3065183	11.95	3065183	0	3065183	11.95	0	0	2000000	13.31	0	3065183
GANAPATHYKUMARAN INVESTMENTS (P) LTD	AACCG3110G		1014255			1014255	3.95	1014255	0	1014255	3.95	0	0	0	0	0	1014255
KUMARANGANAPATHY INVESTMENTS (P) LTD	AACCK5326J		882707			882707	3.44	882707	0	882707	3.44	0	0	0	0	0	882707
KG FABRIKS LIMITED	AAACK9185D		200000			200000	0.78	200000	0	200000	0.78	0	0	0	0	0	200000
Sub-Total (A)(1)		16	15031403	0	0	15031403	58.59	15031403	0	15031403	58.59	0	0	2000000	13.31	0	15031403
2. FOREIGN																	
a. Individuals (Non-Resident Individuals/ Foreign Individuals)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
b. Government		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
c. Institutions		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
d. Foreign Portfolio Investor		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
f. ANY OTHER																	
Sub-Total (A)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		16	15031403	0	0	15031403	58.59	15031403	0	15031403	58.59	0	0	2000000	7.8	0	15031403

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

For K G DENIM LIMITED

M. BALAJI
COMPANY SECRETARY

Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of the Shareholders (I)	PAN (II)	Nos. of Shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV + V + VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									No. of Voting Rights		Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a) (Not applicable)	As a % of total Shares held (Not applicable) (b)		
									Class X	Class Y									Total
1.	INSTITUTIONS																		
a.	Mutual Funds/		6	5100	0	0	5100	0.02	5100	0	5100	0.02	0	0	0	0	NA	0	0
b.	Venture Capital Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	0
c.	Alternate Investment Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	0
d.	Foreign Venture Capital Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	0
e.	Foreign Portfolio Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	0
f.	Financial Institutions/ Banks		1	500	0	0	500	0	500	0	500	0	0	0	0	0	NA	0	0
g.	Insurance Companies		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	0
h.	Provident Funds/ Pension Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	0
i.	ANY OTHER																		
	FOREIGN INSTITUTIONAL INVESTORS		2	2300	0	0	2300	0.01	2300	0	2300	0.01	0	0	0	0	NA	0	0
i.	Market Maker		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	0
	Sub-Total (B)(1)		9	7900	0	0	7900	0.03	7900	0	7900	0.03	0	0	0	0			0
2 a.	Central Government/ State Government(s)/ President of India		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	0
	Sub-Total (B)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0
3.	NON-INSTITUTIONS																		
a.	INDIVIDUALS -																		
	I. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.		13586	5716646	0	0	5716646	22.28	5716646	0	5716646	22.28	0	0	0	0	NA	0	4297182
	II. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		41	3472431	0	0	3472431	13.54	3472431	0	3472431	13.54	0	0	0	0	NA	0	3398431
	Names :																		
	KASHISH JAIN	AAHFT6238G		345924	0	0	345924	1.35	345924	0	345924	1.35	0	0	0	0	0	0	345924
	ANIL KUMAR GOEL	AAJPG2552Q		490000	0	0	490000	1.91	490000	0	490000	1.91	0	0	0	0	0	0	490000
	SHIVANI TEJAS TRIVEDI	ADEPT8008E		635198	0	0	635198	2.48	635198	0	635198	2.48	0	0	0	0	0	0	635198
b.	NBFCs registered with RBI		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	0
c.	Employee Trusts		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	0
d.	Overseas Depositories (holding DRs) (balancing figure)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	0
e.	ANY OTHER																		
	BODIES CORPORATE		155	564536	0	0	564536	2.2	564536	0	564536	2.2	0	0	0	0	NA	0	525436
	Clearing Members		11	9136	0	0	9136	0.04	9136	0	9136	0.04	0	0	0	0	NA	0	9136
	HINDU UNDIVIDED FAMILIES		260	326560	0	0	326560	1.27	326560	0	326560	1.27	0	0	0	0	NA	0	326560
	NRI - Non- Repat		56	51439	0	0	51439	0.2	51439	0	51439	0.2	0	0	0	0	NA	0	51439
	NRI - Repat		593	340654	0	0	340654	1.33	340654	0	340654	1.33	0	0	0	0	NA	0	156954
	TRUSTS		2	133200	0	0	133200	0.52	133200	0	133200	0.52	0	0	0	0	NA	0	133200
	Sub-Total (B)(3)		14704	10614602	0	0	10625202	41.42	10625202	0	10625202	41.42	0	0	0	0			8898338
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)		14713	10622502	0	0	10633102	41.45	10633102	0	10633102	41.45	0	0	0	0			8898338

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

For K G DENIM LIMITED

M. BALAJI
COMPANY SECRETARY

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders (I)	PAN (II)	Nos. of Shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV + V + VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV) (Not applicable)
								No. of Voting Rights		Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No (a) (Not applicable)	As a % of total Shares held (Not applicable) (b)	
								Class X	Class Y								
1. Custodian/DR Holder			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2. Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

For K G DENIM LIMITED

**M. BALAJI
COMPANY SECRETARY**