

K G DENIM LIMITED

CIN : L17115TZ1992PLC003798

THEN THIRUMALAI

METTUPALAYAM - 641 302.

COIMBATORE DISTRICT

TAMILNADU, INDIA.

kg
Denim

Phone : 0091-4254-235240

Fax : 0091-4254-235400

email : cskgdl@kgdenim.in

GST : 33AAACK7940C1ZW



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, 110 and other applicable provisions, if any, 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 relevant Circulars issued during the year(s) 2020, 2021 and 2022 respectively 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 Resolution set out in the Postal Ballot Notice dated 1st April, 2023 by means of voting through electronic means (remote e-voting) only.

Postal Ballot Notice containing the Resolution together with the statements setting out material facts concerning the Resolution set out in the Postal Ballot Notice were sent to all the Members, whose names appeared in the Register of Members / List of Beneficiaries as on 7th April, 2023 ("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 Wednesday, 12th April, 2023, 9:00 AM and the last date for receipt of voting through electronic means was Thursday, 11th May, 2023 05:00 PM. The Board of Directors of the Company at its meeting held on 1st April, 2023, has appointed Mr.M.D.Selvaraj, Managing Partner of M/s. MDS & Associates LLP, 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 Resolution set out in the Postal Ballot Notice dated 1st April, 2023 have been duly passed by the members of the Company with requisite majority. A copy of the report of the Scrutinizer dated 12th May, 2023 is attached hereto.

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

1.	Date of declaration of Postal Ballot Voting Results	Friday, 12 th May, 2023 at 02:00 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	10,020 shareholders (as on 7 th April, 2023)
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. Duraipandian Kumaravel (DIN: 00004827) as an Independent Director of the Company with effect from 1st April, 2023 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	82	1,47,02,736	--
(b) Less: Invalid ballot forms / Abstained	Nil	Nil	--
(c) Net Valid ballot forms / e-votes	82	1,47,02,736	100.00
- Assent	77	1,46,82,726	99.86
- Dissent	5	20,010	0.14

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NABL
Certificate No: T1608/T1607



-:3:-

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

Date : 12.05.2023
Place : Coimbatore

For K G DENIM LIMITED

KG Baal Krishnan
Executive Chairman
DIN: 00002174



MDS & Associates LLP

Company Secretaries

SCRUTINIZER'S REPORT ON POSTAL BALLOT (REMOTE E-VOTING) CONDUCTED PURSUANT TO THE POSTAL BALLOT NOTICE DATED 1ST APRIL 2023

Date: 12th May 2023

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, Managing Partner of M/s. MDS & Associates LLP, 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 relevant Circulars issued during the year(s) 2020, 2021 and 2022 respectively by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") in respect of the Special Resolution as set out in the Postal ballot Notice dated 1st April 2023.

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 Resolution, as set out in the Postal Ballot Notice dated 1st April 2023.

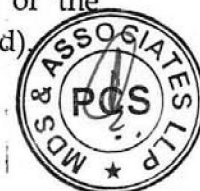


Responsibility as a Scrutinizer

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 Resolution, as set out in Item No.1 of the Postal Ballot Notice dated 1st April 2023, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), 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 1st April 2023 along with necessary statements setting out the material facts under Section 102 of the Companies Act, 2013 were sent on Tuesday, 11th April 2023 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, 7th April 2023 ("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, 7th April 2023 were entitled to vote on the proposed resolution as set out in Item No. 1 of the Postal Ballot Notice.
- The remote e-voting period remained open from Wednesday, 12th April, 2023, 9:00 AM to Thursday, 11th May, 2023, 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. 7th April 2023 were entitled to vote on the resolution set out in the Notice of Postal ballot through remote e-voting.
- The e-voting module of Central Depository Services (India) Limited ("CDSL") was disabled on Thursday, 11th May, 2023 at 5:00 PM and I, as the Scrutinizer, unblocked the votes cast, on Thursday, 11th May, 2023 at 05:10 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



Name: Mr.A.Selten Jayaraj

Witness No.2



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. Duraipandian Kumaravel (DIN: 00004827) as an Independent Director of the Company with effect from 1st April, 2023 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
77	1,46,82,726	99.86

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
5	20,010	0.14

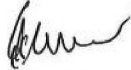
INVALID VOTES

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 passed with requisite majority.

Based on the Scrutinizer's Report Resolution No 1 has been passed with requisite majority

For K G DENIM LIMITED


KG Baalakrishnan
 Executive Chairman
 DIN: 00002174

Yours faithfully,
 For MDS & Associates LLP
 Company Secretaries



M.D.SELVARAJ
 Managing Partner

Membership No.: FCS 960 C P No.: 411
 Peer Review No. 3030/2023 dt: 20.03.2023
 UDIN: F000960E000293824

