

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



NABL
Certificate No: T1606/11607

01-10-2024

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001

Dear Sir/Madam,

Sub: Declaration of voting results for the 32nd Annual General Meeting of the Company held on 30th September 2024.

Ref : Scrip code : 500239

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find details of voting results inclusive of remote e-voting and poll conducted at the 32nd Annual General Meeting of the Company held on Monday, 30th September, 2024 at 3.30 pm at Then Thirumalai, Coimbatore – 641 302.

Thanking you,

Yours faithfully,
For K G DENIM LIMITED

PALANIVE Digitally signed by
L RAJESH PALANIVE L RAJESH
Date: 2024.10.01
20:05:18 +05'30'

P Rajesh
Company Secretary & Compliance Officer

End : As above

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Declaration of results of the voting on resolutions set out in the Notice of the 32nd Annual General Meeting of the Company held on 30th September, 2024.

The 32nd Annual General Meeting of the Company was convened on Monday, 30th September 2024 at 3:30 PM at the Registered Office of the Company situated at Then Thirumalai, Coimbatore – 641302, Tamilnadu, India to seek the approval of the members on the resolutions as set out in the Notice dated 29th August 2024.

Further, pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended and Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company had provided the members the facility to vote electronically and also by poll on the below mentioned resolutions and had appointed Mr.M.D.Selvaraj, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore as scrutinizer to conduct the voting in a fair and transparent manner.

The scrutinizer has submitted his report on remote e-voting and poll which has been attached hereto.

Accordingly, based on the reports of the scrutinizer dated 1st October 2024, Resolutions No. 1 to 7 as set out in the Notice dated 29th August 2024 as detailed below have been passed by the shareholders.

Item No.1 – Ordinary Resolution

Adoption of the Audited Financial Statements for the financial year ended 31st March 2024 together with the reports of the Board of Directors and the Auditors thereon.

Particulars	No. of Ballot Forms /E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	102	1,47,71,414	-
(b) Less: Invalid Ballot Forms	9	279	-
(c) Net Valid Ballot Forms / E-Votes	93	1,47,71,135	100.00
- Assent	88	1,47,70,670	100.00
- Dissent	5	465	Negligible

Accordingly, the above Resolution has been carried as an Ordinary Resolution with requisite majority.

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Certificate No: T1605/11607

Item No.2 – Ordinary Resolution

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

Particulars	No. of Ballot Forms /E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	101	1,47,68,414	-
(b) Less: Invalid Ballot Forms	9	279	-
(c) Net Valid Ballot Forms / E-Votes	92	1,47,68,135	100.00
- Assent	87	1,47,67,670	100.00
- Dissent	5	465	Negligible

Note: 1 Shareholder holding 3,000 shares has abstained from Remote e-Voting

Accordingly, the above Resolution has been carried as an Ordinary Resolution with requisite majority.

Item No.3 – Ordinary Resolution

Re-appointment of Shri KG Baalakrishnan (DIN: 00002174) as Director, who retires on rotation

Particulars	No. of Ballot Forms /E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	101	1,47,68,414	-
(b) Less: Invalid Ballot Forms	9	279	-
(c) Net Valid Ballot Forms / E-Votes	92	1,47,68,135	100.00
- Assent	87	1,47,67,670	100.00
- Dissent	5	465	Negligible

Note: 1 Shareholder holding 3,000 shares has abstained from Remote e-Voting

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

Item No.4 – Ordinary Resolution

Ratification of payment of remuneration to Shri M Nagarajan (ICAI Membership No: 6384), Cost Accountant, Coimbatore, Cost Auditor of the Company for the financial year ending 31st March 2025.

Particulars	No. of Ballot Forms /E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	101	1,47,68,414	-
(b) Less: Invalid Ballot Forms	9	279	-
(c) Net Valid Ballot Forms / E-Votes	92	1,47,68,135	100.00
- Assent	87	1,47,67,670	100.00
- Dissent	5	465	Negligible

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NABL
Certificate No: T1606/T1607



Note: 1 Shareholder holding 3,000 shares has abstained from Remote e-Voting

Accordingly, the above Resolution has been carried as an **Ordinary Resolution** with requisite majority.

Item No.5 – Special Resolution

Re-appointment of Shri N Govindarajan (DIN: 00366402) as Independent Director of the Company for a period of Five (5) years with effect from 29th July 2025, who will also attain the age of 75 (seventy five) years on 29th December 2024

Particulars	No. of Ballot Forms /E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	101	1,47,68,414	-
(b) Less: Invalid Ballot Forms	9	279	-
(c) Net Valid Ballot Forms / E-Votes	92	1,47,68,135	100.00
- Assent	87	1,47,67,670	100.00
- Dissent	5	465	Negligible

Note: 1 Shareholder holding 3,000 shares has abstained from Remote e-Voting

Accordingly, the above Resolution has been carried as a **Special Resolution** with requisite majority.

Item No.6 – Special Resolution

Appointment of Shri Nallusamy Balasubramaniam Anand (DIN: 00785555) as Independent Director of the Company for a period of Five (5) years with effect from 24th August 2024

Particulars	No. of Ballot Forms /E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	101	1,47,68,414	-
(b) Less: Invalid Ballot Forms	9	279	-
(c) Net Valid Ballot Forms / E-Votes	92	1,47,68,135	100.00
- Assent	87	1,47,67,670	100.00
- Dissent	5	465	Negligible

Note: 1 Shareholder holding 3,000 shares has abstained from Remote e-Voting

Accordingly, the above Resolution has been carried as a **Special Resolution** with requisite majority.

K G DENIM LIMITED

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COIMBATORE DISTRICT

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NABL
Certificate No. T1600/T1607



Item No.7 – Special Resolution

Appointment of Smt Geetha (DIN: 10753728) as Independent Director of the Company for a period of Five (5) years with effect from 29th August 2024

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	101	1,47,68,414	-
(b) Less: Invalid Ballot Forms	9	279	-
(c) Net Valid Ballot Forms / E-Votes	92	1,47,68,135	100.00
- Assent	87	1,47,67,670	100.00
- Dissent	5	465	Negligible

Note: 1 Shareholder holding 3,000 shares has abstained from Remote e-Voting

Accordingly, the above Resolution has been carried as a Special Resolution with requisite majority.

For KG Denim Limited

Place: Coimbatore

Date: 1st October, 2024

KG Baal Krishnan

(DIN: 00002174)

Executive Chairman



COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND POLL AT THE ANNUAL GENERAL MEETING

(Pursuant to Section 108 and 109 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 Chairman
32nd Annual General Meeting of the Equity Shareholders of
M/s KG DENIM LIMITED
(CIN: L17115TZ1992PLC003798)
Held on Monday, 30th September 2024, at 3:30 PM at
the Registered Office of the Company situated at,
Then Thirumalai,
Coimbatore - 641 302

Dear Sir,

Sub: Scrutinizer's Report on passing of resolution through Remote E-voting Process and through Poll conducted at the 32nd Annual General Meeting of M/s. KG DENIM LIMITED held on 30th day of September 2024.

I, M D Selvaraj, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore have been appointed by the Board of Directors of M/s. KG DENIM LIMITED ("the Company") as a Scrutinizer for the remote e-voting process held between Friday, the 27th day of September, 2024 at 9:00 AM to Sunday, the 29th day of September 2024 till 5:00 PM and for the poll taken at the 32nd Annual General Meeting of the Company held on Monday the 30th day of September, 2024 at 3.30 PM at the Registered Office of the Company situated at Then Thirumalai, Coimbatore - 641 302, Tamilnadu, India on the Resolution(s) set out under Item No.1 to Item No.7 in the Notice convening the said 32nd Annual General Meeting dated 29th August, 2024 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.



Report of Scrutinizer on remote e-voting & Poll by members of KG Denim Limited at the 32nd AGM held on 30.09.2024 Page 1 of 10

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 remote e-voting and poll process, on the Resolution(s) as set out in the Notice convening the 32nd Annual General Meeting dated 29th August, 2024.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 32nd Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out under Item No.1 to Item No.7 in the Notice convening the 32nd Annual General Meeting, based on the reports generated from the e-voting portal provided by the Central Depository Services (India) Limited, the Authorised Agency engaged by the Company for providing the remote e-voting facility and also on the poll taken at the 32nd Annual General Meeting.

- a. The Notice dated 29th August, 2024 convening the 32nd Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under 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 32nd Annual General Meeting of the Company, were sent by the M/s. Cameo Corporate Services Limited through electronic mail to the members who had registered their email ID with the Company / Depositories. In respect of members whose email ID is not available, physical copy of the AGM Notice along with the annual report was sent by Post. The Company has also placed the notice of the 32nd Annual General Meeting on its website
- b. The Company has availed the e-voting services offered by CDSL for providing the remote e-voting facility to the shareholders of the Company.
- c. The remote e-voting period commenced on Friday, 27th September 2024 at 9:00 AM (IST) and ended on Sunday, 29th September 2024 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., 23rd September 2024 were entitled to vote on the resolutions set out in the Notice of the 32nd Annual General Meeting. The remote e-voting module of CDSL was disabled on Sunday, 29th September 2024 at 5:00 PM (IST).



- d. During the 32nd Annual General Meeting, the polling papers were provided to the shareholders who were present and had not cast their vote on the resolutions through remote e-voting to vote by way of poll at the Meeting. After the time fixed for closing of the poll by the Chairman, 1 (One) Ballot Box kept for polling was locked.
- e. The locked Ballot Box was subsequently opened and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company.
- f. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 30th September 2024 at 04:29 PM (IST) in the presence of Mr. A Selten Jayaraj (Witness No.1) and Mr. M B Aadarsh (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).
- g. 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, were generated from the e-voting portal of CDSL.
- h. I have scrutinized the votes cast by remote e-voting and by poll 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).
- i. I have already issued a separate Scrutinizer's Report dated 1st October, 2024 on the remote e-voting process and also a separate Scrutinizer's Report dated 1st October, 2024 in the prescribed Form No.MGT-13 on the Poll taken at the 32nd Annual General Meeting of the Company.
- j. Based on the reports generated from the e-voting portal of CDSL and polling papers, I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and poll at the meeting on the resolution(s) as set out under Item No.1 to Item No.7 of the Notice convening the 32nd Annual General Meeting:



Ordinary Business

Resolution No: 1

Ordinary resolution

Adoption of the Audited Financial Statements for the financial year ended 31st March 2024 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 and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	59	1,47,64,710	100.00
Poll	29	5,960	100.00
Total Voting	88	1,47,70,670	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	5	465	Negligible
Poll	0	0	0.00
Total Voting	5	465	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	9	279
Total Voting	9	279

Thus, the Ordinary Resolution as given in Item No. 1 may be considered as passed with requisite majority



MDS & Associates LLP

Company Secretaries
Ordinary Business

Continuation Sheet...

Resolution No: 2

Ordinary Resolution

Appointment of Shri Ayyalusamy Velusamy (DIN: 00002204), who retires by rotation as the Director of the Company at this Annual General Meeting and being eligible, offers himself for re-appointment

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	58	1,47,61,710	100.00
Poll	29	5,960	100.00
Total Voting	87	1,47,67,670	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	5	465	Negligible
Poll	0	0	0.00
Total Voting	5	465	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	9	279
Total Voting	9	279

Note: 1 Shareholder holding 3,000 shares has abstained from Remote e-Voting

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



Resolution No: 3

Ordinary Resolution

Appointment of Shri KG Baalakrishnan (DIN: 00002174), who retires by rotation as the Director of the Company at this Annual General Meeting and being eligible, offers himself for re-appointment

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	58	1,47,61,710	100.00
Poll	29	5,960	100.00
Total Voting	87	1,47,67,670	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	5	465	Negligible
Poll	0	0	0.00
Total Voting	5	465	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	9	279
Total Voting	9	279

Note: 1 Shareholder holding 3,000 shares has abstained from Remote e-Voting

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



MDS & Associates LLP

Company Secretaries
Special Business

Continuation Sheet...

Resolution No: 4

Ordinary Resolution

Ratification of payment of remuneration to Shri M Nagarajan (ICAI Membership No: 6384), Cost Accountant, Coimbatore, Cost Auditor of the Company for the financial year ending 31st March 2025.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	58	1,47,61,710	100.00
Poll	29	5,960	100.00
Total Voting	87	1,47,67,670	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	5	465	Negligible
Poll	0	0	0.00
Total Voting	5	465	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	9	279
Total Voting	9	279

Note: 1 Shareholder holding 3,000 shares has abstained from Remote e-Voting

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



MDS & Associates LLP

Company Secretaries
Special Business

Continuation Sheet...

Resolution No: 5

Special Resolution

Re-appointment of Shri N Govindarajan (DIN: 00366402) as Independent Director of the Company for a period of Five (5) years with effect from 29th July 2025, who will also attain the age of 75 (seventy-five) years on 29th December 2024.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	58	1,47,61,710	100.00
Poll	29	5,960	100.00
Total Voting	87	1,47,67,670	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	5	465	Negligible
Poll	0	0	0.00
Total Voting	5	465	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	9	279
Total Voting	9	279

Note: 1 Shareholder holding 3,000 shares has abstained from Remote e-Voting

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



Resolution No: 6

Special Resolution

Appointment of Shri Nallusamy Balasubramaniam Anand (DIN: 00785555) as Independent Director of the Company for a period of Five (5) years with effect from 24th August 2024

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	58	1,47,61,710	100.00
Poll	29	5,960	100.00
Total Voting	87	1,47,67,670	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	5	465	Negligible
Poll	0	0	0.00
Total Voting	5	465	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	9	279
Total Voting	9	279

Note: 1 Shareholder holding 3,000 shares has abstained from Remote e-Voting

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



MDS & Associates LLP

Company Secretaries

Continuation Sheet...

Special Business

Resolution No: 7

Special Resolution

Appointment of Smt Geetha (DIN: 10753728) as Independent Director of the Company for a period of Five (5) years with effect from 29th August 2024.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	58	1,47,61,710	100.00
Poll	29	5,960	100.00
Total Voting	87	1,47,67,670	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	5	465	Negligible
Poll	0	0	0.00
Total Voting	5	465	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	9	279
Total Voting	9	279

Note: 1 Shareholder holding 3,000 shares has abstained from Remote e-Voting

Thus, the Special Resolution as given in Item No. 7 may be considered as passed with requisite majority.

Place : Coimbatore

Date : 1st October 2024

Based on the Scrutinizer's Report, the Resolution Nos.1 to 7 have been passed with requisite majority

For KG Denim Limited

KG Baalakrishnan

(DIN: 00002174)

Executive Chairman

For MDS & Associates LLP
Company Secretaries
M D Selvaraj
Managing Partner
FCS No.: 960; C P No.: 411
Peer Review No. 3030/2023
F000960F001399973