

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



11th April 2023

To,

BSE Limited

25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Ref: Scrip code 500239

Dear Sirs

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 –Postal Ballot Notice – Reg.

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed a copy of the Postal Ballot Notice together with Explanatory Statement dated 1st April 2023 for seeking approval of the Members to the special business as contained in the said Notice.

The said Postal Ballot Notice together with the Statement being sent to the shareholders of the Company whose names appear on the Register of Members as on Friday, 7th April, 2023 (i.e Cut-off Date).

The Postal ballot Notice is also available on the website of the Company at www.kgdenim.com.

We request you take this information on record.

Thanking you,

Yours truly,

For K G DENIM LIMITED

KRISHNAVENI Digitally signed by
KRISHNAVENI PERIASAMY
Date: 2023.04.11 17:49:40
+05'30'

P.KRISHNAVENI
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: As above

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies

(Management and Administration) Rules, 2014]

To

The Members,

NOTICE is hereby given to the Members of K G Denim Limited ("the Company") pursuant to Section 108 and 110 of the Companies Act, 2013 ("Act") and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the General Circular No.11/2022 dated 28th December, 2022 read with the other relevant circular(s) issued during the year(s) 2020, 2021 and 2022 respectively by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and the Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and all other applicable laws, rules and regulations (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the following resolution (as indicated herein below) is proposed to be passed through Postal Ballot by way of voting through electronic means ("remote e-voting") only

1. To grant 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.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 1st April, 2023, has approved the above matter, inter alia, subject to the requisite approval of the shareholders of the Company and such other authorities as may be required, if any, in this regard.

The statement setting out the material facts concerning the resolution set out in Item No. 1 of the Postal Ballot Notice dated 1st April, 2023 pursuant to Section 102(1) of the Companies Act, 2013 read with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI is annexed and form part of this notice. The Postal Ballot Notice dated 1st April, 2023 is also placed on the website of the Company www.kgdenim.com.

Pursuant to the aforesaid MCA and SEBI Circular(s) and pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made thereunder, the Company will send this Postal Ballot Notice by email to all its shareholders, who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent by the members will only take place through remote e-voting process. This Postal Ballot is accordingly being initiated in compliance with the above said Circulars.

In compliance with the requirements of the MCA and SEBI Circular(s), the hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders and hence, the shareholders are requested to communicate their assent or dissent through remote e-voting process only.

The Board of Directors of the Company, vide their resolution passed on 1st April, 2023, has appointed Mr.M D Selvaraj, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore as the Scrutinizer for conducting the Postal Ballot voting through electronic means in a fair and transparent manner and for ascertaining the requisite majority in compliance with Rule 22(5) & (6) of the Companies (Management and Administration) Rules, 2014.

Pursuant to Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the relevant Rules and the MCA and SEBI Circular(s), the Company has provided electronic voting ("e-voting") facility only.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the members of the Company through their e-voting platform (<https://www.evotingindia.com>). Please refer to the instructions for e-voting given hereinafter to cast votes in favour or against the proposed resolution(s) through electronic voting means.

The e-voting platform will be opened for tendering your votes from 9:00 AM (IST) on Wednesday, April 12, 2023 to 5:00 PM (IST) on Thursday, May 11, 2023 (both days inclusive). Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes through the e-voting facility by not later than the close of business hours at 5.00 PM (IST) on Thursday, May 11, 2023.

The Scrutinizer shall submit his report to the Executive Chairman of the Company or to any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the postal ballot voting will be announced within 48 hours from the closing of the e-voting platform and the same shall be displayed on the website of the Company & CDSL and be communicated to BSE Limited (BSE), being the stock exchange where the equity shares of the Company are listed.

In the event, the resolution as set out under Item No.1 below is assented by the requisite majority of the members by means of Postal Ballot voting process, it shall be deemed to have been duly passed at the duly convened General Meeting of the Company on Thursday, May 11, 2023, being the last date specified by the Company for receiving the votes under the

Postal Ballot process. The resolution for the purpose as stated herein below is proposed to be passed by Postal Ballot/remote e-voting means:

Item No.1:

To grant 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.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**, by giving assent or dissent:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as amended and as per the recommendations, of the Nomination and Remuneration Committee, Shri. Duraipandian Kumaravel (DIN: 00004827), who has given his consent for appointment as an Independent Director of the Company and who has also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations as amended from time to time, and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment under the provisions of the Companies Act, 2013 and Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 1st April, 2023, and whose term shall not be subject to retirement by rotation."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the consent of the members of the Company be and is hereby accorded to continue the directorship of Shri. Duraipandian Kumaravel (DIN: 00004827) who will attain the age of 75 (seventy five) years on 5th January, 2028, as an Independent Director of the Company till the expiry of his term of office."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out the material facts relating to the special business mentioned under Item No. 1 in the accompanying Postal Ballot Notice dated 1st April, 2023 and shall be taken as forming part of the Notice.

ITEM NO.1:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 1st April 2023 has appointed Shri. Duraipandian Kumaravel (DIN: 00004827) as an Additional Director/ Independent Director of the Company for a term of 5 consecutive years with effect from 1st April, 2023.

Shri. Duraipandian Kumaravel is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received a notice from a member signifying his intention to propose the candidature of Shri. Duraipandian Kumaravel for the office of Director of the Company under Section 160 of the Act. The Board of Directors considers it in the interest of the company to appoint Shri. Duraipandian Kumaravel as an Independent Director of the Company for a period of five consecutive years with effect from 1st April, 2023.

Pursuant to amendment (effective from 1st January, 2022) of Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the Board recommends the Special Resolution in relation to the eligibility and appointment of Shri. Duraipandian Kumaravel as an Independent Director for a term of five (5) consecutive years, for approval by the shareholders of the Company through Postal Ballot.

Shri. Duraipandian Kumaravel being the appointee Independent Director, has expressed his consent for appointment and has submitted necessary declaration to the effect that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that his name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has not debarred from holding the office of Director by order of the SEBI or any other statutory authority under any laws.

In the opinion of the Board, Shri. Duraipandian Kumaravel fulfils the conditions of appointment as specified under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. The disclosure as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice. During the tenure of appointment, Shri. Duraipandian Kumaravel shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) provides that "no listed Company shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Accordingly, Shri. Duraipandian Kumaravel will attain the age of 75 years on 5th January, 2028 and hence, continuation of his directorship beyond the age of 75 years requires the

approval of members by way of a special resolution.

The board considered that his vast and rich experience would be of immense benefit to the Company and it is desirable to avail his services as Independent Director of the Company.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment is available for inspection by the Members electronically on the Company's website (www.kgdenim.com) and also at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till Thursday, May 11, 2023, being the last date specified by the Company for e-voting.

Except Shri. Duraipandian Kumaravel, being the appointee Independent Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution for appointment as set out in Item No.1 of this Notice.

Place: Coimbatore

Date: 1st April 2023

**By order of the Board
For K G DENIM LIMITED**

**Sd/-
KG Baal Krishnan
Executive Chairman
DIN: 00002174**

Notes:

1. The statement setting out the material facts pursuant to Section 102, 110 and other applicable provisions of the Companies 2013 (the "Act") read with the rules setting out all material facts relating to the resolution is annexed to this Postal Ballot Notice.
2. The Board of Directors of the Company has appointed Mr.M D Selvaraj, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore to act as Scrutinizer to conduct the postal ballot through remote e-voting process in a fair and transparent manner and for the purpose of ascertaining the requisite majority.
3. The approval of the shareholders is being sought through the Postal Ballot, pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. Pursuant to the relevant circular(s) issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") during the year(s) 2020, 2021 and 2022 respectively, the Postal Ballot notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, April 7, 2023 ("Cut-off date") and who have registered their e-mail addresses with the Company or with the concerned Depository Participants

5. The brief profile, details of shareholding, other directorships and inter-se relationship of the Director(s) seeking appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the ICSI are provided as Annexure and form part of this Notice.
6. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the "Cut-off date". All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial Owners as on Friday, 7th April, 2023 ("Cut-off date") (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depository Participants) shall be eligible for remote e-voting. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
7. Those shareholders who have not yet registered their e-mail addresses are requested to get their e-mail addresses submitted by following the procedure given below:
 - I. In light of the MCA Circulars, for the purpose of remote e-voting for this postal ballot, the shareholders, whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Ltd. Post successful registration of the e-mail address, the shareholder would get a soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this postal ballot. In case of any queries, shareholders may write to the Company at cskgdl@kgdenim.in or to the Registrar and Transfer Agent at [komalar@cameoindia.com](mailto:komalat@cameoindia.com).
 - II. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Ltd, having its office at "Subramanian Building" No.1, Club House Road, Chennai - 600002, Tamil Nadu, India (Tel: +91 44 28460390), by following the due procedure.
 - III. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Ltd to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

8. This Postal Ballot Notice is also available on the Company's website (www.kgdenim.com) and also on the website(s) of BSE Limited (www.bseindia.com), where the shares of the Company are listed and on the website at CDSL (www.evotingindia.com).
9. The Scrutinizer will submit the results of the remote e-voting along with his report to the Executive Chairman of the Company or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the postal ballot voting will thereafter be announced and the same will be displayed on the website of the Company, the Central Depository Services (India) Limited and the same will be communicated to BSE Limited ("BSE"), being the stock exchange where the equity shares of the company are listed.
10. A member cannot exercise his vote by proxy on Postal Ballot.
11. In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. For this purpose, the Company has signed an agreement with CDSL for facilitating the e-voting.

12. The instructions for members for voting electronically are as under: -

- a) The remote e-voting period commences from **9:00 AM (IST) on Wednesday, April 12, 2023 to 5:00 PM (IST) on Thursday, May 11, 2023 (both days inclusive)**. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date i.e. Friday, 7th April, 2023, shall be entitled to cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes through the e-voting facility by not later than the close of business hours at 5.00 PM (IST) on Thursday, May 11, 2023.
- b) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in the e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered

	<p>Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online" for IDeAS "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(ii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizers for verification.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizers to verify the same.
 - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizers and to the Company at the email address viz. cskgdl@kgdenim.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizers to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP) .
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatia Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

13. The Scrutinizers will submit their report after completion of scrutiny, within 48 hours from the closure of the e-voting platform. The Executive Chairman or any other person duly authorized by him, will announce the results of the voting by Postal Ballot within the prescribed time by placing the same on the website of the Company (www.kgdenim.com) and also on the website(s) of BSE Limited (www.bseindia.com), where the shares of the Company are listed and on the website at CDSL (www.evotingindia.com).

DISCLOSURE UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE ICSI

Name	Shri. Duraipandian Kumaravel
Director Identification Number	00004827
Age	70 Years
Nationality	Indian
Date of first appointment on the Board	1 st April 2023
Experience & Areas of expertise	He has extensive experience in trade and administration. He is currently engaged in printing and publishing industry. He is also the President of Coimbatore Master Printers Association and the Governing Council Member of All India Federation of Master Printers.
Inter-se relationship with other Directors	Nil
Qualification	BA Economics
No. of shares held in the Company	Nil
List of other companies in which Directorship held	Nil
Names of listed entities in which the person has resigned in the past three years	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Shri. Duraipandian Kumaravel meets the following skills and capabilities required for the role of Independent Director, as have been identified by the Board of Directors of the Company: <ul style="list-style-type: none"> • Analytical Skills • Behavioral Skills • Technological Skills • Technical/Professional skills and specialized knowledge in relation to Company's business
Chairman / Member of the Committees of the Board of the other companies in which he / she is a Director	Nil
Number of Board meetings attended during the last financial year	Not Applicable
Remuneration sought to be paid (per annum)	Not Applicable
Remuneration last drawn (per annum)	Not Applicable
Terms and conditions of appointment / re-appointment	As set out in Item No.1 of the Postal Ballot Notice dated 1 st April 2023.