

# K G DENIM LIMITED

CIN : L17115TZ1992PLC003798

THEN THIRUMALAI

METTUPALAYAM - 641 302.

COIMBATORE DISTRICT

TAMILNADU, INDIA.

GST No. : 33AAACK7940C1ZW

kg  
Denim

Phone : 0091-4254-235240

Fax : 0091-4254-235400

Email : cskgdl@kgdenim.in



KGDL/SECTL/2021

Dt. 01.07.2021

BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
MUMBAI - 400 001.

Scrip Code : 500239

Dear Sirs,

***Sub: Secretarial Compliance Report of the Company for the year ended 31<sup>st</sup> March, 2021 as required under Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Modification***

***Ref: 1) Our letter No.KGDL/SECTL/2021 dated 29.06.2021***

***2) Your acknowledgment No.3006202101044024 dated 30.06.2021***

Further to our correspondences referred to above on the captioned subject, we are filing herewith a modification of the certificate furnished by Shri M.R.L Narasimha, Practicing Company Secretary, Coimbatore.

Kindly take the same on record and acknowledge receipt.

Thanking you

Yours Faithfully,  
For **K G DENIM LIMITED**

**M BALAJI**  
**COMPANY SECRETARY**  
**Membership No.8575**

Encl : As above.

**Addendum**

**To**

**Secretarial compliance report of K G DENIM Limited for the year ended  
31<sup>st</sup> March, 2021**

I, M.R.L. Narasimha, Company Secretary in practice, have examined:

- (a) all the documents and records made available to me and explanation provided by **K G DENIM Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2021 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the listed entity during the Review Period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- (e) Securities and Exchange Board of India (depositories and Participants) Regulations, 2018
- (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the listed entity during the Review Period)**

*M.R.L. Narasimha*



*M. R. L. Narasimha* BCom, FCS

PRACTISING COMPANY SECRETARY

- (g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the listed entity during the Review Period)**
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the listed entity during the Review Period)**
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the listed entity during the Review Period)**
- (j) Securities and Exchange Board of India (De-listing of Equity Shares) Regulations, 2009 **(Not applicable to the listed entity during the Review Period)**
- (k) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder.

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except the following,

With regards to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following observations are being made

- (i) Regulation 17(1)

Non-compliance of Regulation 17(1) regarding non appointment of Independent Director at the following board meeting or three months from the date of vacancy, whichever is later. Shri. GVS Desikan, Independent Director passed away on 16-01-2020 resulting in a casual vacancy which resulted in a temporary short fall of the composition of Independent Directors for the period from 17-01-2020 to 29-07-2020. Both SEBI and MCA have relaxed the conditions for holding the Board Meeting up to 31-07-2020, due to COVID, pandemic. The Board has filled the casual vacancy on 29-07-2020 by appointing a new Additional Director (Independent Director) Shri.N. Govindarajan.

*M. R. L. Narasimha*

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

(ii) **Regulation 23 (9)**

Non-compliance of Regulation 23(9) regarding non-disclosure of Related Party Transactions on consolidated basis.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) During the review period, the following action was taken against the listed entity (including under the Standard Operating Procedures (SOP) issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued there under

Sno	Action Taken By	Details Of Violation	Details Of Action	Observation/Remarks By PCS
1	BSE LIMITED	Non-Compliance of Regulation 17(1) regarding Composition of the Board including failure to appoint women Director.	Levy of Fine amounting to ₹1,65,200/- (One Lakh Sixty-Five Thousand Two Hundred only)	The Listed Entity has filed suitable reply stating that there is no violation and no non-compliance requesting to drop further proceeding.
2	BSE LIMITED	Non-Compliance of Regulation 23(9) regarding Disclosure of Related Party Transactions	Levy of Fine amounting to ₹2,06,500/- (Two Lakh Six Thousand Five Hundred only)	The Listed Entity has filed application for waiver of fine and the committee for reviewing representation for waiver of fines levied under SOP has approved waiver of fine

*M. R. L. Narasimha*



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

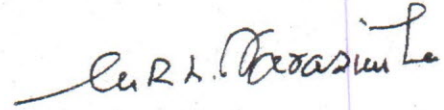
However, there were no actions taken against the promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

- (d) There were no observations in previous year secretarial audit report. Hence the Company has not taken any action to comply with the observations made in previous secretarial audit report.
- (e) The listed entity has suitably modified the terms of appointment of its Statutory Auditors in compliance with the provisions of Para 6(A) and Para 6(B) of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019

Place :- Coimbatore

Date:- 29<sup>th</sup> June 2021

UDIN:- F002851C000541928



M.R.L.Narasimha

M.No. 2851

COP.799

PRNO:517/2017.

**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.

BSE LTD  
ACKNOWLEDGEMENT

Acknowledgement No	: 3006202101044024	Date & Time	: 30/06/2021 01:04:40 PM
Scrip Code	: 500239		
Entity Name	: K G DENIM LIMITED		
Compliance Type	: Annual Secretarial Compliance Report (ASCR)		
Date of Report	: 29/06/2021		
Mode	: E-Filing		