

# K G DENIM LIMITED

CIN : L17115TZ1992PLC003798

THEN THIRUMALAI  
METTUPALAYAM - 641 302.  
COIMBATORE DISTRICT  
TAMILNADU, INDIA.

kg  
Denim

Phone : 0091-4254-235240  
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GST : 33AAACK7940C1ZW



2<sup>nd</sup> September 2023

To,  
Corporate Relationship Department  
BSE Limited,  
PhirozeJeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

Dear Sir /Madam,

**Sub: Submission of Notice of 31<sup>st</sup> Annual General Meeting of the Company.**

**Ref: Scrip Code 500239.**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a Notice convening the 31<sup>st</sup> Annual General Meeting (AGM) of the Company for the financial year 2022-23 scheduled to be held on Friday, 29<sup>th</sup> September 2023, at 3.00P.M. at the Registered Office, Then Thirumalai, Coimbatore-641 302.

The said Notice forms part of the Annual Report for the financial year 2022-23. The same is also available on Company's website at [www.kgdenim.com](http://www.kgdenim.com).

Kindly take the same on record.

Thanking You,

Yours truly  
For K G Denim Limited

KRISHNAVENI  
PERIASAMY

Digitally signed by KRISHNAVENI  
PERIASAMY  
Date: 2023.09.02 18:28:45 +05'30'

**P.Krishnaveni**  
**Company Secretary & Compliance Officer**

Encl: As above

# K G DENIM LIMITED

## NOTICE OF 31<sup>ST</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting of the Members of K G Denim Limited will be held at 3.00 P.M. Indian Standard Time (IST) on Friday, 29<sup>th</sup> September, 2023 at the Registered Office of the Company at Then Thirumalai, Coimbatore – 641302, to transact the following business(es):-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and consolidated Audited Financial Statements including Balance Sheet as on 31<sup>st</sup> March, 2023, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flow for the year ended on that date together with the Board's Report and the Auditors' Report thereon.
2. To appoint a Director in place of Shri B Sriramulu (DIN: 00002560), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri B Srihari (DIN: 00002556), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. To ratify the payment of remuneration to Shri M Nagarajan (ICAI Membership No: 102133), Cost Accountant, Coimbatore, Cost Auditor of the Company for the financial year ending 31<sup>st</sup> March 2024 and, in this regard, to consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) Shri M Nagarajan (ICAI Membership No: 102133), Cost Accountant, Coimbatore, who has been appointed as Cost Auditor by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2024 on a remuneration of Rs.75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes and re-imbursalment of travelling and out of pocket expenses incurred by him for the purpose of audit be and are hereby ratified."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To re-appoint Shri KG Baalakrishnan (DIN: 00002174) as Executive Chairman of the Company for a period of three (3) years with effect from 3rd November 2023 and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (the Act) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including statutory modification or re-enactment thereof, for the time being in force) and subject to such other approvals as may be necessary and pursuant to the provisions of the Articles of Association and Nomination and Remuneration Policy of the Company, the consent of the members be and are hereby accorded for the re-appointment of Shri KG Baalakrishnan (DIN: 00002174) who has attained the age of 83 years, as the Executive Chairman of the Company and payment of remuneration for a further period of three (3) years commencing from 3<sup>rd</sup> November 2023, on the following terms and conditions as recommended by the Nomination and Remuneration Committee at its meeting held on 31<sup>st</sup> July 2023 and as approved by the Audit Committee and Board of Directors at their respective meetings held on 7<sup>th</sup> August 2023, and notwithstanding the fact that the annual remuneration payable to him in any financial year during his tenure along with the remuneration payable to Shri B Sriramulu and Shri B Srihari, Managing Directors of the Company, may exceed 5% of net profits of the Company (pursuant to Regulation 17(6)(e) of Listing Regulations) or any other limits as specified by the aforesaid Act or Regulations for the time being in force:

- i. Salary: Rs. 5,00,000/- per month
- ii. Contribution to superannuation fund or annuity fund, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- iii. Gratuity payable at the rate not exceeding half month salary for each completed year of service.
- iv. Encashment of leave at the end of tenure.
- v. Car with driver, telephone at residence, club fees and medical reimbursement.
- vi. Commission on Net profits: 1% in addition to salary and perquisites and the amount determined shall be subject to the limits laid down under Sections 197 and 198 of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the remuneration as mentioned above shall be paid as minimum remuneration in compliance with Schedule V of the Act, to Shri KG Baalakrishnan."

**"RESOLVED FURTHER THAT** Shri KG Baalakrishnan shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof."

**"RESOLVED FURTHER THAT** Shri KG Baalakrishnan shall be liable to retire by rotation and the same shall not be treated as break in his service."

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"**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter and vary the terms of re-appointment and/or remuneration payable to Shri KG Baalakrishnan, Executive Chairman as it may deem fit, subject to the same not exceeding the limits as approved by the shareholders."

"**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper and expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

6. To re-appoint Shri B Sriramulu (DIN: 00002560) as Managing Director of the Company for a period of three (3) years with effect from 3<sup>rd</sup> November 2023 and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (the Act) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including statutory modification or re-enactment thereof, for the time being in force) and subject to such other approvals as may be necessary and pursuant to the provisions of the Articles of Association and Nomination and Remuneration Policy of the Company, the consent of the members be and are hereby accorded for the re-appointment of Shri B Sriramulu (DIN: 00002560) as Managing Director of the Company and payment of remuneration for a further period of three (3) years commencing from 3<sup>rd</sup> November 2023, on the following terms and conditions as recommended by the Nomination and Remuneration Committee at its meeting held on 31<sup>st</sup> July 2023 and as approved by the Audit Committee and Board of Directors at their respective meetings held on 7<sup>th</sup> August 2023, and notwithstanding the fact that the annual remuneration payable to him in any financial year during his tenure along with the remuneration payable to Shri KG Baalakrishnan, Executive Chairman and Shri B Srihari, Managing Director of the Company may exceed 5% of net profits of the Company (pursuant to Regulation 17(6)(e) of Listing Regulations) or any other limits as specified by the aforesaid Act or Regulations for the time being in force:

- i. Salary: Rs. 5,00,000/- per month
- ii. Contribution to provident fund, superannuation fund or annuity fund, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- iii. Gratuity payable at the rate not exceeding half month salary for each completed year of service.
- iv. Encashment of leave at the end of tenure.
- v. Car with driver, telephone at residence, club fees and medical reimbursement.
- vi. Commission on Net profits: 1% in addition to salary and perquisites and the amount determined shall be subject to the limits laid down under Section 197 and 198 of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** Shri B Sriramulu (DIN: 00002560), Managing Director shall draw remuneration from one or both companies, provided that the total remuneration drawn, shall not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person pursuant to Schedule V of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** the remuneration paid to Shri B Sriramulu during the previous years, in excess of limits prescribed under Regulation 17(6)(e) of Listing Regulations be and is hereby ratified."

"**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the remuneration as mentioned above shall be paid as minimum remuneration in compliance with Schedule V of the Act, to Shri B Sriramulu."

"**RESOLVED FURTHER THAT** Shri B Sriramulu shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof."

"**RESOLVED FURTHER THAT** Shri B Sriramulu shall be liable to retire by rotation and the same shall not be treated as break in his service."

"**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter and vary the terms of re-appointment and/or remuneration payable to Shri B Sriramulu as it may deem fit, subject to the same not exceeding the limits as approved by the shareholders."

"**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper and expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

7. To re-appoint Shri B Srihari (DIN: 00002556) as Managing Director of the Company for a period of three (3) years with effect from 3<sup>rd</sup> November 2023 and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (the Act) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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(Listing Regulations) (including statutory modification or re-enactment thereof, for the time being in force) and subject to such other approvals as may be necessary and pursuant to the provisions of the Articles of Association and Nomination and Remuneration Policy of the Company, the consent of the members be and are hereby accorded for the re-appointment of Shri B Srihari (DIN: 00002556) as Managing Director of the Company and payment of remuneration for a further period of three (3) years commencing from 3<sup>rd</sup> November 2023, on the following terms and conditions as recommended by the Nomination and Remuneration Committee at its meeting held on 31<sup>st</sup> July 2023 and as approved by the Audit Committee and Board of Directors at their respective meetings held on 7<sup>th</sup> August 2023, and notwithstanding the fact that the annual remuneration payable to him in any financial year during his tenure along with the remuneration payable to Shri KG Baalakrishnan, Executive Chairman and Shri B Sriramulu, Managing Director of the Company may exceed 5% of net profits of the Company (pursuant to Regulation 17(6)(e) of Listing Regulations) or any other limits as specified by the aforesaid Act or Regulations for the time being in force:

i. Salary: Rs. 5,00,000/- per month

ii. Contribution to provident fund, superannuation fund or annuity fund, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

iii. Gratuity payable at the rate not exceeding half month salary for each completed year of service.

iv. Encashment of leave at the end of tenure.

v. Car with driver, telephone at residence, club fees and medical reimbursement.

vi. Commission on Net profits: 1% in addition to salary and perquisites and the amount determined shall be subject to the limits laid down under Section 197 and 198 of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** Shri B Srihari (DIN: 00002556), Managing Director shall draw remuneration from one or both companies, provided that the total remuneration drawn, shall not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person pursuant to Schedule V of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the remuneration paid to Shri B Srihari during the previous years, in excess of limits prescribed under Regulation 17(6)(e) of Listing Regulations be and is hereby ratified."

**"RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the remuneration as mentioned above shall be paid as minimum remuneration in compliance with Schedule V of the Act, to Shri B Srihari."

**"RESOLVED FURTHER THAT** Shri B Srihari shall be liable to retire by rotation and the same shall not be treated as break in his service."

**"RESOLVED FURTHER THAT** Shri B Srihari shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof."

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter and vary the terms of re-appointment and/or remuneration payable to Shri B Srihari as it may deem fit, subject to the same not exceeding the limits as approved by the shareholders."

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper and expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

8. To appoint Shri R Selvakumar (DIN: 00051608) as a Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company, Shri R Selvakumar (DIN: 00051608), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 7<sup>th</sup> August 2023 and who holds office up to the date of this Annual General Meeting in accordance with the provisions of Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Shri R Selvakumar as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To appoint Shri R Selvakumar (DIN: 00051608) as a Whole-time Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (the "Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association and Nomination and Remuneration Policy of the Company, the consent of the members be and is hereby accorded for the appointment of Shri R Selvakumar (DIN: 00051608) as Whole-time Director of the Company and payment of remuneration for a period of 3 (Three)

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years with effect from 7<sup>th</sup> August 2023, on the following terms and conditions, as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors at their respective meetings held on 7<sup>th</sup> August 2023, notwithstanding the fact that the annual remuneration payable to him in any financial year during his tenure along with the remuneration payable to other Executive Directors may exceed 5% of net profits of the Company (pursuant to Regulation 17(6)(e) of Listing Regulations) or any other limits as specified by the aforesaid Act or Regulations for the time being in force:

- i. Salary: Rs. 1,42,000/- per month with bonus as applicable.
- ii. Contribution to provident fund, superannuation fund or annuity fund, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- iii. Gratuity payable at the rate not exceeding half month salary for each completed year of service.
- iv. Encashment of leave at the end of tenure.
- v. Car with driver, telephone at residence, club fees and medical reimbursement.”

“**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the remuneration as mentioned above shall be paid as minimum remuneration in compliance with Schedule V of the Act, to Shri R Selvakumar.”

“**RESOLVED FURTHER THAT** Shri R Selvakumar shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.”

“**RESOLVED FURTHER THAT** Shri R Selvakumar shall be liable to retire by rotation and the same shall not be treated as break in his service.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter and vary the terms of re-appointment and/or remuneration payable to Shri R Selvakumar as it may deem fit, subject to the same not exceeding the limits as approved by the shareholders.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper and expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

## **STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013:**

### **ITEM NO. 4**

The Board of Directors of the Company based on the recommendations of the Audit Committee of the Company, has appointed Shri M Nagarajan (ICAI Membership No: 102133), Cost Accountant, Coimbatore, as Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year 2023-24 and has also the remuneration of Rs.75,000/- (Rupees Seventy Five Thousand only) along with applicable taxes and reimbursement of travelling and out-of-pocket expenses incurred by him during the course of the audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors of the Company shall be recommended by the Audit Committee and approved by the Board of Directors and has to be ratified by the Members at the Annual General Meeting of the Company. Accordingly, the consent of the members is being sought for the ratification of the said remuneration payable to the Cost Auditors of the Company for the financial year 2023-24.

The Board recommends the resolution as set out under Item No.4 of the Notice for the approval of the members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution as set out under Item No. 4.

### **ITEM NO. 5**

Shri KG Baal Krishnan (DIN: 00002174) was re-appointed as the Executive Chairman of the Company for a period of 5 years commencing from 3<sup>rd</sup> November 2018 till 2<sup>nd</sup> November 2023, on the terms and conditions as approved by the Shareholders at the 26<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September 2018. Accordingly, the present tenure of his office is valid up to 2<sup>nd</sup> November 2023.

Pursuant to Section 178 & 177 of the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Nomination and Remuneration Committee at its meeting held on 31<sup>st</sup> July 2023 & Audit Committee at its meeting held on 7<sup>th</sup> August 2023 had recommended/ approved the reappointment of Shri KG Baal Krishnan as Executive Chairman of the Company and payment of remuneration for a further period of three (3) years with effect from 3<sup>rd</sup> November 2023 on the terms and conditions as set out in the Notice, and the same is within the limits specified in Part II of Schedule V to the Companies Act, 2013.

Pursuant to the provisions of the Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the re-appointment of Executive Chairman and payment of remuneration shall be subject to the approval of the shareholders of the Company in the General Meeting.

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Accordingly, based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors of the Company ("Board") at its meeting held on 7<sup>th</sup> August 2023 has re-appointed Shri KG Baalakrishnan (DIN: 00002174) as Executive Chairman of the Company, for a further period of three (3) years, subject to the approval of the shareholders of the Company.

Shri KG Baalakrishnan has been tirelessly working towards improving the prospects of the Company and therefore the Board of Directors are of the view that the re-appointment of Shri KG Baalakrishnan as the Executive Chairman for a further period of 3 years would be in the interest of the Company. His re-appointment is expected to be greatly beneficial to the future growth plans of the Company.

Section 196 of the Companies Act, 2013 inter-alia provides that no Company shall appoint any person as Managing Director or Whole-time Director or Manager, who has attained the age of 70 years, unless his appointment is approved by the members by a Special Resolution.

Considering the above facts, the Board of Directors have recommended the Resolution as set out in Item No. 5 of the Notice for approval of the Members as a Special Resolution.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief bio-data of Shri KG Baalakrishnan and other disclosures as per Secretarial Standard 2 are furnished and form a part of this notice.

Except Shri KG Baalakrishnan, being the appointee director and Shri B Sriramulu and Shri B Srihari, Managing Directors of the Company, being his relatives, other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 5.

## ITEM NO. 6

Shri B Sriramulu (DIN: 00002560) was re-appointed as the Managing Director of the Company for a period of 5 years commencing from 3<sup>rd</sup> November 2018 till 2<sup>nd</sup> November 2023, on the terms and conditions as approved by the shareholders at the 26<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September 2018. Accordingly, the present tenure of his office is valid up to 2<sup>nd</sup> November 2023.

Pursuant to Section 178 & 177 of the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Nomination and Remuneration Committee at its meeting held on 31<sup>st</sup> July 2023 & Audit Committee at its meeting held on 7<sup>th</sup> August 2023 had recommended/ approved the re-appointment of Shri B Sriramulu as Managing Director of the Company and payment of remuneration for a further period of three (3) years with effect from 3<sup>rd</sup> November 2023 on the terms and conditions as set out in the Notice, and the same is within the limits specified in Part II of Schedule V to the Companies Act, 2013.

Pursuant to the provisions of the Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the re-appointment of Shri B Sriramulu and payment of remuneration shall be subject to the approval of the shareholders of the Company in the General Meeting.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors of the Company ("Board") at its meeting held on 7<sup>th</sup> August 2023 has re-appointed Shri B Sriramulu (DIN: 00002560) as Managing Director of the Company, for a further period of three (3) years, subject to the approval of the shareholders of the Company.

Shri B Sriramulu has been a Director in the Company since 2003. He has a rich and varied experience profile and has led the Company with his leadership and vision. Considering his professional commitment to the Company, the results which have been achieved by him as a Managing Director and based on the inputs received from the performance evaluation exercise as carried out by the Independent Directors of the Company, it has been proposed to reappoint him as the Managing Director of the Company. His re-appointment is expected to be greatly beneficial to the future growth plans of the Company.

Considering the above facts, the Board of Directors have recommended the Resolution as set out in Item No. 6 of the Notice for approval of the Members as a Special Resolution.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief bio-data of Shri B Sriramulu and other disclosures as per Secretarial Standard 2 are furnished and form a part of this notice.

Except Shri B Sriramulu, being the appointee director and Shri KG Baalakrishnan, Executive Chairman and Shri B Srihari, Managing Director of the Company, being his relative, other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 6.

## ITEM NO. 7

Shri B Srihari (DIN: 00002556) was re-appointed as the Managing Director of the Company for a period of 5 years commencing from 3<sup>rd</sup> November 2018 till 2<sup>nd</sup> November 2023, on the terms and conditions as approved by the shareholders at the 26<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September 2018. Accordingly, the present tenure of his office is valid up to 2<sup>nd</sup> November 2023.

Pursuant to Section 178 & 177 of the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Nomination and Remuneration Committee at its meeting held on 31<sup>st</sup> July 2023 & Audit Committee at its meeting held on 7<sup>th</sup> August 2023 had recommended/ approved the reappointment of Shri B Srihari

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as Managing Director of the Company and payment of remuneration for a further period of three (3) years with effect from 3<sup>rd</sup> November 2023 on the terms and conditions as set out in the Notice, and the same is within the limits specified in Part II of Schedule V to the Companies Act, 2013.

Pursuant to the provisions of the Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the re-appointment of Shri B Srihari and payment of remuneration shall be subject to the approval of the shareholders of the Company in the General Meeting.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors of the Company ("Board") at its meeting held on 7<sup>th</sup> August 2023 has re-appointed Shri B Srihari (DIN: 00002556) as Managing Director of the Company, for a further period of three (3) years, subject to the approval of the shareholders of the Company

Shri B Srihari has been a Director in the Company since 2003. He has a rich and varied experience profile and has led the Company with his leadership and vision. Considering his professional commitment to the Company, the results which have been achieved by him as a Managing Director and based on the inputs received from the performance evaluation exercise as carried out by the Independent Directors of the Company, it has been proposed to reappoint him as the Managing Director of the Company. His re-appointment is expected to be greatly beneficial to the future growth plans of the Company.

Considering the above facts, the Board of Directors have recommended the Resolution as set out in Item No. 7 of the Notice for approval of the Members as a Special Resolution.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief bio-data of Shri B Srihari and other disclosures as per Secretarial Standard 2 are furnished and form a part of this notice.

Except Shri B Srihari, being the appointee director and Shri KG Baalakrishnan, Executive Chairman and, Shri B Sriramulu, Managing Director of the Company, being his relative, other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 7.

## **ITEM NO. 8 & 9**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 7<sup>th</sup> August 2023 has appointed Shri R Selvakumar (DIN: 00051608) as an Additional Director of the Company with effect from 7<sup>th</sup> August 2023 to hold office upto the date this Annual General Meeting in compliance with Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shri R Selvakumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Further, he is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India ("SEBI") or any other authority.

The Company has received a notice from a member signifying his intention to propose the candidature of Shri R Selvakumar for the office of Director of the Company under Section 160 of the Act.

Pursuant to Section 161 of the Act and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of shareholders is being sought for the appointment of Shri R Selvakumar as a Director of the Company. Hence, the necessary resolution has been set out in Item No. 8 of the Notice for the approval of the members.

Further, as per Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee at their meeting held on 7<sup>th</sup> August 2023 had taking into consideration the contribution made by Shri R Selvakumar (DIN: 00051608) in various roles as Vice President (Commercial) of the Company, recommended his appointment as Whole-time Director of the Company for a period of 3 years with effect from 7<sup>th</sup> August 2023 and determined his remuneration and recommended the same to the Board. The proposed remuneration is well within the limits prescribed in the Companies Act, 2013, the Schedule and Rules made thereunder.

Shri R Selvakumar's expertise and skills are imminently needed for achieving the global business plans of the Company and his appointment as Whole-time Director would be helpful for the future growth of the Company.

Pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the appointment of the Whole-time Director and payment of remuneration shall be subject to the approval of the shareholders of the Company in the General Meeting. Based on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, the Board of Directors of the Company at its meeting held on 7<sup>th</sup> August 2023, has appointed Shri R Selvakumar as Whole-time Director of the Company with effect from 7<sup>th</sup> August 2023 subject to the approval of the shareholders by way of passing Special Resolution, on such terms and conditions as set out in the Notice.

Accordingly, the Board recommends the necessary resolution(s) set out in Item Nos. 8 & 9 of the Notice of Annual General Meeting for the approval of the members.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief bio-data of Shri R Selvakumar and other disclosures as per Secretarial Standard 2 are furnished and forms a part of this notice.

Except Shri R Selvakumar, being the appointee director, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution for appointment as set out in Item Nos. 8 & 9 of this Notice.

# K G DENIM LIMITED

General information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) relating to the Special Resolution under Item Nos. 5 to 7 & 9:

<b>A. General information</b>																						
Nature of industry	Textiles – Weaving and processing of Denim Fabrics, Apparel Fabrics and Home Textiles																					
Date or expected date of commencement of commercial production	The Company was incorporated on 25 <sup>th</sup> June 1992 and commenced commercial production subsequently in the same year.																					
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																					
Financial performance based on given indicators	<b>Rs in lakhs</b>																					
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: center;">2022-2023</th> <th style="text-align: center;">2021-2022</th> </tr> </thead> <tbody> <tr> <td>Sales &amp; other income</td> <td style="text-align: right;">51563.20</td> <td style="text-align: right;">59226.53</td> </tr> <tr> <td>Profit/ (Loss) before tax</td> <td style="text-align: right;">(3676.16)</td> <td style="text-align: right;">(781.85)</td> </tr> <tr> <td>Profit/ (Loss) after tax</td> <td style="text-align: right;">(2739.46)</td> <td style="text-align: right;">(705.38)</td> </tr> <tr> <td>Paid-up equity capital</td> <td style="text-align: right;">2564.90</td> <td style="text-align: right;">2564.90</td> </tr> <tr> <td>Reserves and Surplus</td> <td style="text-align: right;">3295.36</td> <td style="text-align: right;">5932.15</td> </tr> <tr> <td>Basic Earnings Per Share</td> <td style="text-align: right;">(10.69)</td> <td style="text-align: right;">(2.75)</td> </tr> </tbody> </table>	Particulars	2022-2023	2021-2022	Sales & other income	51563.20	59226.53	Profit/ (Loss) before tax	(3676.16)	(781.85)	Profit/ (Loss) after tax	(2739.46)	(705.38)	Paid-up equity capital	2564.90	2564.90	Reserves and Surplus	3295.36	5932.15	Basic Earnings Per Share	(10.69)	(2.75)
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Basic Earnings Per Share	(10.69)	(2.75)																				
Foreign investments or collaborations, if any	Nil																					

<b>B. Information about the appointee:</b>				
Background details	Shri KG Baalakrishnan aged 83 years is B.Com., B.L., and has been in the textile industry for nearly five decades spanning over trading, spinning, weaving, processing, garmenting and retailing operations. He has been closely associated with planning, implementation and follow up on new, expansion and diversification projects with detailed exposure to various functional areas viz., production, human resource, administration, commercial, legal, banking, financial and liaison with trade and governmental agencies.	Shri B Sriramulu aged 56 years is the elder son of Shri KG Baalakrishnan, Executive Chairman. He is a Graduate Engineer in Textile Technology from Bharathiar University, Tamil Nadu and Master of Science (Textile Technology) from the University of Manchester, UK. and has been in the textile industry for nearly three decades spanning over trading, spinning, weaving, processing, garmenting and retailing operations. He has been closely associated with planning, implementation and follow up on new, expansion	Shri B Srihari aged 54 years is the younger son of Shri KG Baalakrishnan, Executive Chairman. He is a Bachelor of Technology in Chemical Engineering from Bharathidasan University, Tamil Nadu and Master of Engineering (Chemical) from Cornell University, USA. and has been in the textile industry for nearly three decades spanning over trading, spinning, weaving, processing, garmenting and retailing operations. He has been closely associated with planning, implementation and follow up on new, expansion and	Shri R Selvakumar aged 53 years is a BE Mechanical Engineering and MBA graduate, having extensive knowledge in the sourcing of raw materials, chemicals, and human resources administration in KG Denim Limited.



# K G DENIM LIMITED

		and diversification projects with detailed exposure to various functional areas viz., production, human resource, administration, commercial, legal, banking, financial and liaison with trade and governmental agencies.	diversification projects with detailed exposure to various functional areas viz., production, human resource, administration, commercial, legal, banking, financial and liaison with trade and governmental agencies.	
Past remuneration	Rs.60 lakhs per annum	Rs.60 lakhs per annum	Rs.60 lakhs per annum	Not Applicable
Recognition or awards	Nil	Nil	Nil	Nil
Job profile and his suitability	Shri KG Baalakrishnan, Executive Chairman shall have all the powers and duties as the Board may determine from time to time. He has nearly 5 decades of practical experience in the setting up and management of textile units.	Shri B Sriramulu is a B.Tech, MS (Textiles) shall have all the powers and duties as the Board may determine from time to time. He has nearly 3 decades of practical experience in the setting up and management of textile units.	Shri B Srihari is a B.Tech, MS (Chemical Technology) shall have all the powers and duties as the Board may determine from time to time. He has nearly 3 decades of practical experience in the setting up and management of textile units.	Shri R Selvakumar is a BE Mechanical Engineering and MBA graduate. He shall be responsible for sourcing rawmaterials, chemicals, coal and also human resources management of the Company.
Remuneration proposed	Details of proposed remuneration have been disclosed in Item No. 5.	Details of proposed remuneration have been disclosed in Item No. 6.	Details of proposed remuneration have been disclosed in Item No. 7.	Details of proposed remuneration have been disclosed in Item No. 9.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the responsibility shouldered and the industry standard, the remuneration paid / proposed to be paid is commensurate with the remuneration package paid to Managerial Personnel in a similar role in other companies	Taking into consideration the size of the Company, the responsibility shouldered and the industry standard, the remuneration paid / proposed to be paid is commensurate with the remuneration package paid to Managerial Personnel in a similar role in other companies	Taking into consideration the size of the Company, the responsibility shouldered and the industry standard, the remuneration paid / proposed to be paid is commensurate with the remuneration package paid to Managerial Personnel in a similar role in other companies	Taking into consideration the size of the Company, the responsibility shouldered and the industry standard, the remuneration paid / proposed to be paid is commensurate with the remuneration package paid to Managerial Personnel in a similar role in other companies

# K G DENIM LIMITED

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration being received, the Executive Chairman does not have any pecuniary relationship with the Company.  Shri KG Baalakrishnan, Executive Chairman is a Promoter of the Company. He is related to Shri B Sriramulu and Shri B Srihari, Managing Directors of the Company.	Besides the remuneration being received, the Managing Director does not have any pecuniary relationship with the Company.  Shri B Sriramulu, Managing Director is a Promoter of the Company. He is related to Shri KG Baalakrishnan, Executive Chairman, Shri B Srihari, Managing Director of the Company.	Besides the remuneration being received, the Managing Director does not have any pecuniary relationship with the Company.  Shri B Srihari, Managing Director is a Promoter of the Company. He is related to Shri KG Baalakrishnan, Executive Chairman, Shri B Sriramulu, Managing Director of the Company.	The Whole-time director does not have any pecuniary relationship with the Company.  He is not related to any of the directors of the Company
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### C. Other information

Reasons of loss or inadequate profits	Due to recession and financial hardships, the profits are inadequate.
Steps taken or proposed to be taken for improvement	Product mix is being reoriented in the backdrop of higher cotton prices with productivity improvement and higher export sales and cost reduction measures.
Expected increase in productivity and profits in measurable terms	The aforesaid steps being taken by the Company are expected to improve the Company's performance and profitability in the future.

### D. Disclosures

<p>The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the financial statement:</p> <ol style="list-style-type: none"> <li>a. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors</li> <li>b. Details of fixed component and performance linked incentives along with the performance criteria</li> <li>c. Service contracts, notice period, severance fees</li> <li>d. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable</li> </ol>	The same is mentioned in the Corporate Governance report which forms a part of the Annual Report.
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# K G DENIM LIMITED

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Secretarial Standards on General Meetings, brief profile of the Directors, who are proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, other directorships and committee memberships, their shareholding and relationship with other Directors of the Company are given below:

<b>Name of the Director</b>	Shri KG Baalakrishnan	Shri B Sriramulu	Shri B Srihari	Shri R Selvakumar
<b>DIN</b>	00002174	00002560	00002556	00051608
<b>Date of Birth/Age</b>	06-03-1940/ 83 years	27-04-1967/ 56 years	06-09-1968/ 54 years	30-05-1970/ 53 years
<b>Nationality</b>	Indian	Indian	Indian	Indian
<b>Date of appointment on the Board</b>	03-11-2003	03-11-2003	03-11-2003	07-08-2023
<b>Qualification</b>	B.Com, B.L.	B.Tech, MS (Textiles)	B.Tech, MS (Chemical Technology)	B.E (Mech), MBA
<b>Experience / Area of Expertise</b>	More than 5 decades of practical experience in the setting up and management of textile units	More than 3 decades of practical experience in the setting up and management of textile units	More than 3 decades of practical experience in the setting up and management of textile units	More than 3 decades of experience in sourcing of raw materials, chemicals, and human resources administration in KG Denim Limited
<b>No. of Shares held in the Company</b>	25,78,560 equity shares of Rs.10/- each	22,08,659 equity shares of Rs.10/- each	22,31,859 equity shares of Rs.10/- each	Nil
<b>Inter-se Relationship with other directors</b>	Shri KG Baalakrishnan is the father of Shri B Sriramulu, Shri B Srihari, Managing Directors of the Company	Shri B Sriramulu is the son of Shri K G Baalakrishnan, Executive Chairman and Brother of Shri B Srihari, Managing Director of the Company	Shri B Srihari is the son of Shri KG Baalakrishnan, Executive Chairman, and Brother of Shri B Sriramulu, Managing Director of the Company	Shri R Selvakumar is not related to any of the directors of the Company
<b>Board position held</b>	Executive Chairman	Managing Director	Managing Director	Additional Director/ Whole-time Director
<b>Terms of Appointment/ Re-appointment</b>	As set out in Item No. 5 of the Notice	As set out in Item No. 6 of the Notice	As set out in Item No. 7 of the Notice	As set out in Item Nos. 8 & 9 of the Notice
<b>Remuneration sought to be paid</b>	As set out in Item No. 5 of the Notice	As set out in Item No. 6 of the Notice	As set out in Item No. 7 of the Notice	As set out in Item No. 9 of the Notice
<b>Remuneration last drawn</b>	60 lakhs per annum	60 lakhs per annum	60 lakhs per annum	Not Applicable
<b>No. of Board Meetings attended during the year</b>	4	4	4	Not Applicable

# K G DENIM LIMITED

<b>List of Directorships held in other Companies</b>	<ul style="list-style-type: none"> <li>• Sri Kannapiran Mills Limited</li> <li>• Sri Balamurugan Textile Processing Limited</li> <li>• Trigger Apparels Limited</li> <li>• Crocodile India Private Limited</li> <li>• Anandhi Power Limited</li> <li>• K G B Securities and Investments Private Limited</li> <li>• KGB Education Foundation</li> </ul>	<ul style="list-style-type: none"> <li>• Sri Kannapiran Mills Limited</li> <li>• Danalakshmi Paper Mills Private Limited</li> <li>• Enterprise Telesys Limited</li> <li>• Ganapathykumaran Investments Private Limited</li> <li>• K G B Securities and Investments Private Limited</li> <li>• Kumaranganapathy Investments Private Limited</li> <li>• KGB Education Foundation</li> </ul>	<ul style="list-style-type: none"> <li>• Sri Kannapiran Mills Limited</li> <li>• Kannapiran Polymers Limited</li> <li>• Anandhi Power Limited</li> <li>• Enterprise Telesys Limited</li> <li>• Ganapathykumaran Investments Private Limited</li> <li>• K G B Securities and Investments Private Limited</li> <li>• Kumaranganapathy Investments Private Limited</li> <li>• KGB Education Foundation</li> <li>• Productive Playhouse India Private Limited</li> </ul>	Nil
<b>Details of Membership in Committees of Other Companies</b>	Nil	Nil	Nil	Nil
<b>Names of listed entities in which the person has resigned in the past three years</b>	Nil	Nil	Nil	Nil

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

Place: Coimbatore  
Date: 7<sup>th</sup> August 2023

**KG Baal Krishnan**  
Executive Chairman  
DIN: 00002174

# K G DENIM LIMITED

## NOTES

- 1. A member entitled to attend and vote at the Annual General Meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company.**
- 2. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty eight hours before the commencement of the meeting. A proxy form for the Annual General Meeting is enclosed.**
- 3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
4. Members may note that M/s. Gopalaiyer and Subramanian, (Firm Registration No. 000960S) Chartered Accountants, Coimbatore were appointed as the Statutory Auditors of the Company by the shareholders at their Annual General Meeting (AGM) held on 28<sup>th</sup> September 2022, to hold office for a period of 5 years till the conclusion of AGM to be held during the year 2027. Hence, no resolution is being proposed for the appointment of statutory auditors at this 31<sup>st</sup> Annual General Meeting.
5. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mds@mdsassociates.in with a copy marked to the Company at cskgdl@kgdenim.in and to its RTA at investor@cameoindia.com.
7. Members / Proxies should bring the attendance slips duly filled and signed, along with PAN/ DP ID & Client ID/ Folio No. for attending the meeting.
8. Members may note that the Notice of the 31<sup>st</sup> Annual General Meeting and the Annual Report for the financial year 2022-23 have been made available on the Company’s website [www.kgdenim.com](http://www.kgdenim.com) and also the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com). The physical copies of the aforesaid documents will also be available at the Company’s Registered Office for inspection during normal business hours on working days.
9. Members attending the AGM in person shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) in respect of the Director seeking re-appointment/ appointment at the 31<sup>st</sup> Annual General Meeting are furnished as annexure and forms part of the Notice.
11. The Company has paid the annual listing fees for the period 2023-24 to the Stock Exchange, BSE Limited, Mumbai.
12. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and share transfer books of the Company will remain closed during the period from Saturday, 23<sup>rd</sup> September, 2023 to Friday, 29<sup>th</sup> September, 2023 (both days inclusive) for ascertaining the list of members entitled to attend the AGM and vote on the resolutions.
13. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account Number, Name of the Bank, Branch, IFSC, MICR code and place with PIN Code) to their respective Depository Participant(s) and not with the Company. Members whose shareholding is in the physical mode are requested to direct the above details to the Company or to the RTA. Regular updation of bank particulars is intended to prevent fraudulent encashment of dividend warrants.
14. a. Members are requested to notify any change in their address immediately :
  - i. to their Depository Participant(s) (“DPs”) in respect of the shares held in electronic form, and
  - ii. to the Company or its RTA, in respect of the shares held in physical form together with proof of address viz, Aadhar Card/ Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.

# K G DENIM LIMITED

b. In case the registered mailing address is without the Postal Identification Number Code ("PIN CODE"), Members are requested to kindly inform their PIN CODE immediately to the Company/ RTA/ DPs.

15. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members may file nomination forms in respect of their physical shareholdings. Any member wishing to avail of this facility may submit to the company's Registrar & Share Transfer Agent the prescribed Form SH-13 (hosted on the website of the Company and RTA). Should any assistance be desired, members shall get in touch with the company's Registrar & Share Transfer Agent. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.

16. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agents ("RTA"), the details of such folios together with the share certificates for consolidating their holdings into one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.

17. Soft copies of the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be made available electronically for inspection by the Members on the website of the Company at [www.kgdenim.com](http://www.kgdenim.com) during the time of the AGM.

18. Non-Resident Indian ("NRI") Members are requested to inform the Company or RTA or the concerned Depository Participants, as the case may be, immediately:

- a) the change in the residential status on return to India for permanent settlement or
- b) the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.

19. Those members who have not encashed dividend warrants of earlier years may return the time barred dividend warrants to the Company or its Registrar and Share transfer Agents for revalidation of such instruments.

20. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary / RTA of the Company.

Members are requested to note that pursuant to Section 124 of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013. The details of unpaid dividend can be viewed on the Company's website. As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as identified by the IEPF Authority. Details of Shareholders whose shares are liable to be transferred to IEPF are available on the Company's website. The Shareholders whose unclaimed dividend /share has been transferred to the 'Investor Education and Protection Fund', may claim the same from the IEPF authority by filing Form IEPF-5 along with the requisite documents.

21. Shareholders holding shares in demat form and who have not yet registered their e-mail address are requested to register their email address with their respective Depository Participant (DP) immediately. Shareholders holding shares in physical form are requested to dematerialize their shares and register their email address with our Registrar & Share Transfer Agents, Cameo Corporate Services Limited, 'Subramanian Building' No.1, Club House Road, Chennai – 600002; email id: [investor@cameoindia.com](mailto:investor@cameoindia.com).

22. A. Securities and Exchange Board of India ("SEBI") had earlier mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrar and Share Transfer Agents with effect from 1st April 2019.

B. Further, SEBI had mandated the listed entities to issue shares only in dematerialised mode, with effect from 25<sup>th</sup> January 2022 to Shareholder(s)/claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares.

As per the said circular, the Company has opened a separate Escrow Demat Account for the purpose of crediting the shares of the Shareholders who fail to submit the letter of confirmation with the respective Depository Participant within the prescribed timeline.

C. Further, SEBI vide its circular(s) dated 3<sup>rd</sup> November 2021 and 16<sup>th</sup> March 2023 has also mandated that the Shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA on or before 1<sup>st</sup> October 2023, failing which the securities held by such Shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Shareholders holding shares in physical form may also note that once the securities are frozen, the dividend payments will be processed only upon receipt of requisite KYC details and thereafter credited to the bank account of the Shareholder electronically. Therefore, Members holding share(s) in physical form are requested to immediately update their KYC details / dematerialise their shareholding in the Company.

# K G DENIM LIMITED

D. Further, SEBI vide its circular(s) dated 3<sup>rd</sup> November 2021 and 16<sup>th</sup> March 2023 has also mandated that the Shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked have been frozen by the RTA. The securities which have been frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities.

Necessary prior intimation(s) in this regard was provided to the Shareholders. A copy of the said circular dated 16<sup>th</sup> March 2023 is available on the Company's website [www.kgdenim.com](http://www.kgdenim.com).

23. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, advised to submit the PAN to their Depository Participant(s) in the prescribed form with whom they are maintaining their demat account(s) in the prescribed format. Members holding shares in physical form can submit their PAN details to the Company or Registrar and Share Transfer Agents.

24. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

25. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/her queries to the Company Secretary at least seven working days prior to the date of the 31<sup>st</sup> Annual General Meeting, the same will be replied by the company suitably.

26. The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of the concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.

27. Members are requested to forward their shareholding related queries and communications directly to the Registrar and Share Transfer Agents of the Company – Cameo Corporate Services Limited, 'Subramanian Building' No.1, Club House Road, Chennai - 600002, India, email id: [investor@cameoindia.com](mailto:investor@cameoindia.com) or the Company Secretary of the Company; email id: [cskgdl@kgdenim.in](mailto:cskgdl@kgdenim.in).

28. As per the green initiative taken by the Ministry of Corporate Affairs, members are advised to register their email address with the Company in respect of shares held in physical form and with the concerned depository participant in respect of shares held in demat form to enable the Company to serve documents in electronic form.

29. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the Company or its Registrar and Share Transfer Agents, Cameo Corporate Services Limited, 'Subramanian Building' No.1, Club House Road, Chennai – 600002; email id: [investor@cameoindia.com](mailto:investor@cameoindia.com)., by quoting the Folio number or the Client ID number with DP ID number.

30. Members are requested to note that the 31<sup>st</sup> Annual General Meeting will be held at Then Thirumalai, Coimbatore – 641302, the Registered Office of the Company. The route map containing the complete particulars of the venue is printed to this Notice.

## VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s), amendments, clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting ("remote e-voting") using an electronic voting system provided by Central Depository Services (India) Limited ("CDSL"), for all Members' of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting/ voting during the AGM. Instructions to Shareholders provided hereinafter for e-voting explain the process and manner for generating/ receiving the password, and for casting of vote(s) in a secured manner.

However, the Members are requested to take note of the following items:

I Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Annual General Meeting Notice and holding shares as on Friday, 22<sup>nd</sup> September, 2023, may refer to this Notice of the Annual General Meeting, posted on Company's website [www.kgdenim.com](http://www.kgdenim.com) for the detailed procedure with regard to remote e-voting. Any person who ceases to be a member of the Company as on the cutoff date and is in receipt of this Notice, shall treat this Notice for information purposes only.

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ii) The facility for voting, either through the electronic voting system or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their vote through the electronic voting system or polling paper at the Annual General Meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by the member, the Member shall not be allowed to change it subsequently.

iii) The remote e-voting period begins on Tuesday, 26<sup>th</sup> September, 2023 at 9.00 AM (IST) and ends on Thursday, 28<sup>th</sup> September, 2023 at 5.00 PM (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 22<sup>nd</sup> September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

iv) In view of the SEBI Circular dated December 9, 2020, individual members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and e-mail ID in their demat accounts in order to access the e-voting facility.

## **Instructions for Shareholders voting electronically:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

## **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

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

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

i) The voting period begins on Tuesday, 26<sup>th</sup> September, 2023 at 9.00 AM (IST) and ends on Thursday, 28<sup>th</sup> September, 2023 at 5.00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 22<sup>nd</sup> September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii) 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 a 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 e-voting process.

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

iv) 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 and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:



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Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL Depository</b>	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>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 &amp; 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>
<b>Individual Shareholders holding securities in demat mode with NSDL Depository</b>	<p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/Secure Web/IdeasDirectReg.jsp">https://eservices.nsd.com/Secure Web/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of eVoting 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 eVoting service provider name and you will be redirected to eVoting service provider website for casting your vote during the remote e-Voting period.</p>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for eVoting 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>

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**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
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	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
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	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 1020990 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.

v) 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
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"> <li>• 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.</li> </ul>
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"> <li>• 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.</li> </ul>

vi) After entering these details appropriately, click on "SUBMIT" tab.

vii) 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.

viii) For shareholders holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.

ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

x) 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.

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- xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii) 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.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv) 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.
- xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

## **xvii) 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](http://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](mailto: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 scrutinizer 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 Scrutinizer and to the Company at the email address viz. [cskgdl@kgdenim.in](mailto:cskgdl@kgdenim.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer 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](mailto: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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

## **GENERAL INSTRUCTIONS**

- i) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date (record date) of Friday, 22<sup>nd</sup> September, 2023.
- ii) Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote evoting shall not vote by e-voting conducted during the Meeting.
- iii) The Company has appointed Shri M D Selvaraj, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore as the Scrutinizer to scrutinize the remote evoting and e-voting process at the meeting in a fair and transparent manner and for the purpose of ascertaining the majority.
- iv) The Chairman shall, at the 31<sup>st</sup> Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting by way of electronic voting system or polling paper for all those members who are present at the 31<sup>st</sup> Annual General Meeting but who have not cast their votes by availing remote e-voting facility.
- v) The Scrutinizer shall after the conclusion of the e-voting at the Annual General Meeting, will first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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vi) The results shall be declared within the time stipulated under the applicable laws. The results declared along with the consolidated scrutinizer's report shall be placed on the company's website [www.kgdenim.com](http://www.kgdenim.com) and on the website of CDSL and communicated to the Stock Exchange where the company's shares are listed.

ROUTE MAP OF VENUE OF 31<sup>st</sup> ANNUAL GENERAL MEETING

