

# K G DENIM LIMITED

CIN : L17115TZ1992PLC003798

THEN THIRUMALAI

METTUPALAYAM - 641 302.

COIMBATORE DISTRICT

TAMILNADU, INDIA.

kg  
Denim

Phone : 0091-4254-304000  
Fax : 0091-4254-304400  
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finance@kgdenim.in



27.09.2018

BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001.

Dear Sirs,

***Sub : Submission of Scrutinizer Report for the year ended 31<sup>st</sup> March, 2018.***

We hereby inform you that at the 26<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 27 2018 at 4.15 p.m. at the Registered Office of the Company i.e., Then Thirumalai, Jadayamapalayam, Coimbatore – 641 302, the shareholders of the Company have approved all the items set out in the Notice convening the Annual General Meeting.

We are herewith attaching Scrutinizer Report of Mr M.R.L.Narasimha, Practising Company Secretary for Evoting and Ballot voting.

This is for your kind perusal and records.

Thanking you

Yours faithfully  
for **K G DENIM LIMITED**

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

Encl : As above

September 27, 2018

REPORT OF SCRUTINIZER

{Pursuant to the section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015}

To

The Chairman

K G DENIM LIMITED

CIN: - L17115TZ1992PLC003798

THEN THIRUMALAI, JADAYAMPALAYAM

METTUPALAYAM – 641 302

Dear Sir,

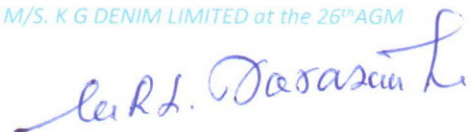
I, M.R.L. Narasimha B.Com, FCS, Practising Company Secretary, Coimbatore was appointed as Scrutinizer for the 26<sup>th</sup> (Twenty Sixth) Annual General Meeting of Equity Shareholders of K G DENIM LIMITED to be held on 27<sup>th</sup> September 2018 at 4.15 PM for the purpose of scrutinizing the E-Voting process and Physical Ballot Voting at the venue carried out as per section 108 of the Companies Act 2013, and Rule 20(4) (xii) of the companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the (Listing Obligations And Disclosure Requirements) Regulations, 2015 on the resolutions referred to this report.

I Submit my Report as under

1. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 18<sup>th</sup> August 2018 to vote on the proposed 12 (Twelve) Resolutions as mentioned in the Notice of Annual General Meeting of K G DENIM LIMITED (Item No.1 (One) to Item No.12 (Twelve)) of the Notice of the Annual General Meeting of K G DENIM LIMITED. The members holding equity shares as on the cutoff date i.e. 19<sup>th</sup> September 2018 were only considered for E-voting and voting at the meeting of the venue.
2. The E-Voting period remained open from 09.00 AM on 24<sup>th</sup> September 2018 up to 05.00 PM on 26<sup>th</sup> September 2018.

*Report of Scrutinizer on remote E-voting & Voting by members of M/S. K G DENIM LIMITED at the 26<sup>th</sup> AGM*

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3. The Chairman, at the Annual General Meeting, at the end of discussions on the Resolutions contained in the Notice, allowed voting at the venue of Annual General Meeting on the Ballot Forms provided at the meeting venue to all those members who were present at the meeting but have not cast their votes by availing the remote E-voting.
4. After the conclusion of the Meeting, the Ballot boxes were opened in my presence and the Physical Ballot forms were diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company. I thereafter first counted the votes cast at meeting through these Ballot Forms.
5. The votes cast through E-Voting were unblocked on 27<sup>th</sup> September 2018 at 21.55 PM in the presence of Mr. M.L. Adithya Sudharshan and Mr. G. Krishnakumar who is not in employment of the company.
6. In tune with the Instructions contained in the instructions given for E-voting sent along with the Notice dated on 1<sup>st</sup> August 2018, in respect of members who have voted in two modes (ie E-Voting, Physical Ballot form voted at the venue, I have considered only E-Voting by not reckoning the voting done through Ballot form at the venue of the meeting.
7. Four (4) Ballot papers were rejected, for being incomplete and wrong marking.
8. I have collated the votes received through E-Voting process, Physical Ballot forms voted at venue and the same have been furnished hereunder: -

*M. R. L. Narasimha*

**Consolidated Results**

- i. Consider and adopt audited Financial Statements, Reports of the Board of Directors and Auditors

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	26	1,45,32,855	85	7,137	111	1,45,39,992	99.9993
Dissent	-	-	-	-	-	-	-
Abstain	-	-	1	100	1	100	.0007
Rejections	-	-	4	-	4	-	-
<b>Total</b>	<b>26</b>	<b>1,45,32,855</b>	<b>90</b>	<b>7,237</b>	<b>116</b>	<b>1,45,40,092</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.1 of the Notice dated on 01<sup>st</sup> August,2018, has been passed with requisite majority

*M. R. L. Narasimha*

**Consolidated Results**

ii. To Declare Dividend

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	26	1,45,32,855	82	7,107	108	1,45,39,962	99.9991
Dissent	-	-	1	100	1	100	.0007
Abstain	-	-	3	30	3	30	.0002
Rejections	-	-	4	-	4	-	-
<b>Total</b>	<b>26</b>	<b>1,45,32,855</b>	<b>90</b>	<b>7,237</b>	<b>116</b>	<b>1,45,40,092</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.2 of the Notice dated on 01<sup>st</sup> August,2018, has been passed with requisite majority.

*M. R. L. Narasimha*

**Consolidated Results**

iii. Appointment of Shri A. Velusamy (DIN-00002204) who retires by rotation, as a Director

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	26	1,45,32,855	83	7,032	109	1,45,39,887	99.9986
Dissent	-	-	1	100	1	100	.0007
Abstain	-	-	2	105	2	105	.0007
Rejections	-	-	4	-	4	-	-
<b>Total</b>	<b>26</b>	<b>1,45,32,855</b>	<b>90</b>	<b>7,237</b>	<b>116</b>	<b>1,45,40,092</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.3 of the Notice dated on 01<sup>st</sup> August,2018, has been passed with requisite majority ,

*M. R. L. Narasimha*

**Consolidated Results**

iv. Re-appointment of Shri. KG. Baal Krishnan (DIN-00002174) as Executive Chairman

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	18	52,10,492	86	7,237	104	52,17,729	35.8851
Dissent	-	-	-	-	-	-	-
Abstain	8	93,22,363	-	-	8	93,22,363	64.1149
Rejections	-	-	4	-	4	-	-
<b>Total</b>	<b>26</b>	<b>1,45,32,855</b>	<b>90</b>	<b>7,237</b>	<b>116</b>	<b>1,45,40,092</b>	<b>100</b>

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.4 of the Notice dated on 01<sup>st</sup> August,2018, has been passed with requisite majority ,

*M. R. L. Narasimha*

**Consolidated Results**

v. Re-appointment of Shri. B. Sriramulu (DIN-00002560) as Managing Director

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	18	52,10,492	84	7,132	102	52,17,624	35.8844
Dissent	-	-	-	-	-	-	-
Abstain	8	93,22,363	2	105	10	93,22,468	64.1156
Rejections	-	-	4	-	4	-	-
<b>Total</b>	<b>26</b>	<b>1,45,32,855</b>	<b>90</b>	<b>7,237</b>	<b>116</b>	<b>1,45,40,092</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.5 of the Notice dated on 01<sup>st</sup> August,2018, has been passed with requisite majority.

*M.R.L. Narasimha*



**Consolidated Results**

vi. Re-appointment of Shri. B. Srihari (DIN-00002556) as Managing Director.

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	18	52,10,492	84	7,132	102	52,17,624	35.8844
Dissent	-	-	1	100	1	100	.0007
Abstain	8	93,22,363	1	5	9	93,22,368	64.1149
Rejections	-	-	4	-	4	-	-
<b>Total</b>	<b>26</b>	<b>1,45,32,855</b>	<b>90</b>	<b>7,237</b>	<b>116</b>	<b>1,45,40,092</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.6 of the Notice dated on 01<sup>st</sup> August,2018, has been passed with requisite majority .

*M. R. L. Narasimha*

**Consolidated Results**

vii. Re-appointment of Shri. K N V. Ramani (DIN-00007931) as Independent Director.

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	25	1,45,29,005	86	7,237	111	1,45,36,242	99.9735
Dissent	1	3,850	-	-	1	3,850	.0265
Abstain	-	-	-	-	-	-	-
Rejections	-	-	4	-	4	-	-
<b>Total</b>	<b>26</b>	<b>1,45,32,855</b>	<b>90</b>	<b>7,237</b>	<b>116</b>	<b>1,45,40,092</b>	<b>100</b>

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.7 of the Notice dated on 01<sup>st</sup> August,2018, has been passed with requisite majority.

*M. R. L. Narasimha*

**Consolidated Results**

viii. Re-appointment of Shri. G V S. Desikan (DIN-00050597) as Independent Director

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	26	1,45,32,855	83	7,122	109	1,45,39,977	99.9992
Dissent	-	-	-	-	-	-	-
Abstain	-	-	3	115	3	115	.0008
Rejections	-	-	4	-	4	-	-
<b>Total</b>	<b>26</b>	<b>1,45,32,855</b>	<b>90</b>	<b>7,237</b>	<b>116</b>	<b>1,45,40,092</b>	<b>100</b>

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.8 of the Notice dated on 01<sup>st</sup> August,2018, has been passed with requisite majority •

*M. R. L. Narasimha*

**Consolidated Results**

ix. Re-appointment of Shri. G P. Muniappan (DIN-01653599) as Independent Director

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	26	1,45,32,855	85	7,137	111	1,45,39,992	99.9993
Dissent	-	-	-	-	-	-	-
Abstain	-	-	1	100	1	100	.0007
Rejections	-	-	4	-	4	-	-
<b>Total</b>	<b>26</b>	<b>1,45,32,855</b>	<b>90</b>	<b>7,237</b>	<b>116</b>	<b>1,45,40,092</b>	<b>100</b>

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.9 of the Notice dated on 01<sup>st</sup> August,2018, has been passed with requisite majority.

*M. R. L. Narasimha*

**Consolidated Results**

x. Appointment of Shri. M B N Rao (DIN-00287260) as Independent Director.

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	26	1,45,32,855	83	7,207	109	1,45,40,062	99.9998
Dissent	-	-	-	-	-	-	-
Abstain	-	-	3	30	3	30	.0002
Rejections	-	-	4	-	4	-	-
<b>Total</b>	<b>26</b>	<b>1,45,32,855</b>	<b>90</b>	<b>7,237</b>	<b>116</b>	<b>1,45,40,092</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.10 of the Notice dated on 01<sup>st</sup> August,2018, has been passed with requisite majority.

*M. R. L. Narasimha*

**Consolidated Results**

xi. Alteration of Memorandum and Articles of Association.

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	25	1,45,32,588	84	7,122	109	1,45,39,710	99.9974
Dissent	1	267	1	100	2	367	.0025
Abstain	-	-	1	15	1	15	.0001
Rejections	-	-	4	-	4	-	-
<b>Total</b>	<b>26</b>	<b>1,45,32,855</b>	<b>90</b>	<b>7,237</b>	<b>116</b>	<b>1,45,40,092</b>	<b>100</b>

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.11 of the Notice dated on 01<sup>st</sup> August,2018, has been passed with requisite majority.

*M. R. L. Narasimha*

**Consolidated Results**

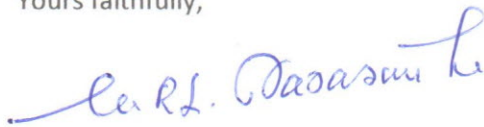
xii. Ratification of remuneration of Cost Auditor.

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	26	1,45,32,855	81	7,007	107	1,45,39,862	99.9984
Dissent	-	-	-	-	-	-	-
Abstain	-	-	5	230	5	230	.0016
Rejections	-	-	4	-	4	-	-
<b>Total</b>	<b>26</b>	<b>1,45,32,855</b>	<b>90</b>	<b>7,237</b>	<b>116</b>	<b>1,45,40,092</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.12 of the Notice dated on 01<sup>st</sup> August,2018, has been passed with requisite majority.

Thanking you,

Yours faithfully,



(M.R.L. NARASIMHA)

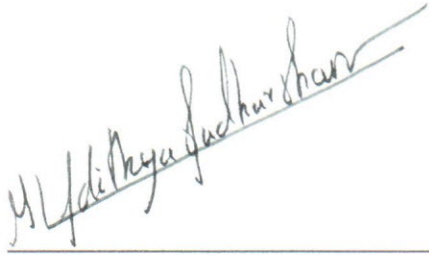
SCRUTINIZER

**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  
CELL : 98422 54175

*Report of Scrutinizer on remote E-voting & Voting by members of M/S. K G DENIM LIMITED at the 26<sup>th</sup> AGM*

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

We the undersigned have witnessed that the votes cast through remote e-voting and voting at the AGM Venue were unblocked from CDSL's e-voting website <https://www.evotingindia.com> in our presence on 27<sup>th</sup> September 2018 at 21.55 PM.



Name: - M.L. Adithya Sudharshan  
Address: - Lotus 370-A  
Alagesan Road  
S.B.Mission Post  
Coimbatore 641-011



Name: - G Krishnakumar  
Address: - 18, Nanjappa Nagar  
Singanallur  
Coimbatore-641005

*Report of Scrutinizer on remote E-voting & Voting by members of M/S. K G DENIM LIMITED at the 26<sup>th</sup> AGM*