

K G DENIM LIMITED

CIN : L17115TZ1992PLC003798

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

kg
Denim

Phone : 0091-4254-235240
Fax : 0091-4254-235400
email : cskgdl@kgdenim.in

GST : 33AAACK7940C1ZW



Dt. 30.05.2024

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

Scrip Code : 500239

Dear Sirs,

Sub: Secretarial Compliance Report of the Company for the year ended 31st March 2024 as required under Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We are enclosing herewith the Secretarial Compliance Report of the Company for the year ended 31st March 2024 as required under Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as provided by MDS & Associates LLP, Company Secretaries, Coimbatore.

Kindly take the same on record and acknowledge receipt.

Thanking you

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

P RAJESH
COMPANY SECRETARY

Encl : As above.



MDS & Associates LLP

Company Secretaries

Secretarial Compliance Report of M/s. KG Denim Limited for the financial year ended 31st March 2024

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019 (as amended) read with relevant circulars issued by Stock Exchanges]

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s. K G Denim Limited** (CIN: L17115TZ1992PLC003798) (hereinafter referred as 'the listed entity'), having its Registered Office at Then Thirumalai, Coimbatore – 641302. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

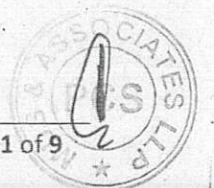
Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, **MDS & Associates LLP, Company Secretaries**, have examined:

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

for the year ended 31st March 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and



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

The specific Regulations as applicable to the listed entity, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and
- (f) circulars/ guidelines issued thereunder

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

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure A**.
- (b) The listed entity has taken actions to comply with the observations made in the previous report pertaining to the financial year ended 31st March 2023 as set out in **Annexure B**.

I. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India	Yes	Nil



	(ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.		
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. 	Yes	Nil
	<ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	Nil
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website 	Yes	Nil
	<ul style="list-style-type: none"> Timely dissemination of the documents/ information under a separate section on the website 	Yes	Based on the representation received from the management, it is noted that the documents/ information has been disseminated in a timely manner
	<ul style="list-style-type: none"> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	No	Weblink does not re-direct to the relevant document of the website
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	Yes	Nil



5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u>	Yes	The Company does not have any material subsidiaries
	a) Identification of material subsidiary companies		
	b) Disclosure requirement of material as well as other subsidiaries	Yes	The Company does not have any material subsidiaries
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Based on the representation received from the management, it is noted that the archival of records of the Company is under process
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations	Yes	Nil
8.	<u>Related Party Transactions:</u>	Yes	Nil
	a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or		
	b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained	NA	Nil
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	No	The Company has not disclosed certain disclosures as required under Reg. 30 within the stipulated time as set out in Annexure-A.



10.	<p><u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	Nil
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	Yes	Nil
	<p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	NA	Nil
12.	<p><u>Resignation of Statutory Auditors from the listed entity or its material subsidiaries:</u> In case of resignation of Statutory Auditors from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	There was no resignation of statutory auditors during the review period
13.	<p><u>Additional Non-compliances, if any:</u> No additional non-compliances observed for any SEBI regulation/ circular/ guidance note etc.</p>	Yes	There are no additional non-compliances except those mentioned in Annexure-A



Note: There was no appointment / re-appointment / resignation of statutory auditors of the Company during the period under review. Further the terms of their appointment were in compliance of Para 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated 18th October 2019 issued by the Securities and Exchange Board of India.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Coimbatore

Date: 29.05.2024



For MDS & Associates LLP
Company Secretaries

M.D. Selvaraj

Managing Partner

Membership No.: FCS 960 C P No.: 411

Peer Review No. 3030/2023

UDIN: F000960F000465688

Annexure A

Sr. No.	Compliance Requirement	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
1.	Regulation 23 of SEBI (LODR) Regulations, 2015 mandates that the listed entity shall submit the disclosures of related party transactions to the Stock Exchange every six months on the date of publication of its standalone and consolidated financial results with effect from April 1, 2023.	Regulation 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	The disclosure of related party transactions for the half year ended 31 st March 2023 was not submitted by the Company on the same date of publication of its standalone and consolidated financial results.	Nil	Nil	The disclosure of related party transactions for the half year ended 31 st March 2023 was not submitted by the listed entity on the same date of publication of its standalone and consolidated financial results	Nil	The disclosure of related party transactions for the half year ended 31 st March 2023 in respect of the Audited financial results declared on 25 th May 2023 was submitted by the listed entity on 26 th May 2023, which is not within the time stipulated under the regulations.	The management stated that the compliance of the above regulation shall be ensured in future.	Nil
2.	Regulation 30(6) of SEBI (LODR) Regulations, 2015 and SEBI Circular No. SEBI/ HO/ CFD/ CFD-PoD-1/ P/ CIR/ 2023/ 123 dated 13 th July 2023 mandates that the listed entity shall report certain events which are material in nature within the prescribed time.	Regulation 30(6) read with Part A of Schedule III of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (as amended) and SEBI Circular	Certain events or information which are material in nature pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 were not submitted to the stock exchanges within the	Nil	Nil	The events or information which are material in nature pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 were not submitted to the stock exchanges within the prescribed time	Nil	During the year under review, the Company had reported events or information which are material in nature, to the stock exchanges, beyond the time as prescribed under Regulation 30(6) read with Part A of	The management stated that the compliance of the above regulation shall be ensured in future.	Nil



Sr. No.	Compliance Requirement	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
		No. SEBI/ HO/ CFD/ CFD-PoD- 1/ P/ CIR/ 2023/ 123 dated 13 th July 2023	prescribed time.					Schedule III of SEBI (LODR) Regulations, 2015 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD- 1/P/CIR/2023/123 dated 13 th July 2023		
3.	Regulation 39(3) of SEBI (LODR) Regulations, 2015 states that the listed entity shall submit information regarding loss of share certificates and issue of the duplicate certificates, to the stock exchange within two days of its getting information	Regulation 39(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The information regarding the issue of duplicate certificate to one shareholder was not intimated to the stock exchange	Nil	Nil	The information regarding the issue of duplicate certificate to one shareholder was not intimated to the stock exchange	Nil	During the year under review, the Company has issued duplicate share certificate to one shareholder on 19/03/2024 and the information regarding the issue of duplicate certificate was not intimated to BSE Limited (both pdf & XBRL)	The management stated that the compliance of the above regulation shall be ensured in future.	Nil



Annexure B

Sr. No.	Compliance Requirement	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
1.	Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015 mandates that the fees or compensation payable to executive directors who are promoters or members of the promoter group shall be subject to the approval of the shareholders by special resolution in general meeting, if the annual remuneration payable to such executive director exceeds Rupees 5 Crore or 2.5% of the net profits of the listed entity, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the listed entity	Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015	The Company has paid remuneration to executive directors which is not in compliance with Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015.	NA	NA	During the year under review, the Company has paid remuneration to executive directors in excess of 5% of the net profits of the Company but within the limits approved by members at the Annual General Meeting held on 27th September 2021 by passing ordinary resolution which is not in compliance with Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015.	NA	During the year under review, the Company has paid remuneration to executive directors in excess of 5% of the net profits of the Company but within the limits approved by members at the Annual General Meeting held on 27th September 2021 by passing ordinary resolution which is not in compliance with Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015.	The Company is taking necessary steps to comply with Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015.	Nil

