

SCRUTINIZER'S REPORT

To

The Chairman
K G Denim Limited
Regd. Office: Then Thirumalai
Jadayampalayam
Coimbatore – 641 302.

Sir,

Sub : Electronic Voting Process under Section 108 of the Companies Act, 2013 (“the Act”), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and Ballot process in terms of Clause 35B of the listing agreement with the Stock Exchange and Submission of Scrutinizer's Report.

1. I, M.R.L.NARASIMHA, Practicing Company Secretary, 34-C, 3rd Cross, Ramalinga Nagar, K.K.Pudur, Coimbatore – 641 038, have been appointed as Scrutinizer by the Board of Directors of K G Denim Limited (“the Company”) vide Board Resolution dated 31.07.2015 for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the notice convening the Annual General Meeting of the members of the Company to be held at 3.30 PM on Monday the 28th day of September, 2015 at Regd. Office of the Company at Then Thirumalai, Jadayampalayam, Coimbatore – 641 302.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolution contained in the notice to the Annual General Meeting of the members of the company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast 'in favour' or “against” the resolutions stated above based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

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3. Further to the above, I submit my report as under:

- 3.1 The e-voting period opened at 9.00 a.m. on 25th September 2015 closed and at 5.00 p.m. on 27th September 2015.
- 3.2 The members of the Company holding shares as on 21.09.2015 were entitled to vote on the resolutions (Items No.1 to 6 as set out in the notice convening the Annual General Meeting of the Company.
- 3.3 The Votes cast were unblocked and finalized at 9.30 p.m. on 28th September 2015 in the presence of two witnesses, who were not the employees of the company, and signed as witness to the unblocking/finalizing.
- 3.4 The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions were downloaded from the website of Central Depository Services (India) Limited i.e. (<https://www.evotingindia.com>)
- 3.5 The Company mailed notices to all the members / shareholders of the Company on 31.08.2015
- 3.6 The Chairman, at the Annual General Meeting, at the end of discussions and the resolutions contained in the notice, allowed voting at the venue of the Annual General Meeting on the ballot forms, provided at the meeting venue to all these members who were present at the meeting but have not cast their votes by availing the remote E-Voting.
- 3.7 The Ballot boxes were opened in my presence and the physical forms were diligently scrutinized and reconciled with the records maintained by the Registrar and the Transfer Agents of the company. I there after counted the votes cast at the meeting through these ballot forms.



3.8 The summary for the e-voting and ballot for each of the resolution is given below:

Resolution Number	1
Nature of Resolution	Ordinary Resolution
Subject Matter	Consider and adopt audited Financial Statements, Reports of the Board of Directors and Auditors

Details of voting	Assent (For)		Dissent (Against)	
	No.of Votes	% of Votes Received	No.of Votes	% of Votes Received
E-voting	1,45,48,958	100	-	-
Ballot	3,001	100	-	-
Total	1,45,51,959	100	-	-

Resolution Number	2
Nature of Resolution	Ordinary Resolution
Subject Matter	To Declare a Dividend

Details of voting	Assent (For)		Dissent (Against)	
	No.of Votes	% of Votes Received	No.of Votes	% of Votes Received
E-voting	1,45,48,958	100	-	-
Ballot	2,996	100	-	-
Total	1,45,51,954	100	-	-

Resolution Number	3
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Smt. T. Anandhi who retires by rotation, as a Director

Details of voting	Assent (For)		Dissent (Against)	
	No.of Votes	% of Votes Received	No.of Votes	% of Votes Received
E-voting	1,43,98,958	100	-	-
Ballot	2,501	100	-	-
Total	1,44,01,459	100	-	-

Resolution Number	4
Nature of Resolution	Ordinary Resolution
Subject Matter	Re-appointment of M/s Gopalaiyer & Subramanian, the retiring Auditors of the Company, as a Statutory Auditor

Details of voting	Assent (For)		Dissent (Against)	
	No.of Votes	% of Votes Received	No.of Votes	% of Votes Received
E-voting	1,45,48,958	100	-	-
Ballot	2,511	100	-	-
Total	1,45,51,469	100	-	-

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Resolution Number	5
Nature of Resolution	Special Resolution
Subject Matter	Re-Appointment of Shri A. Velusamy as Whole Time Director.

Details of voting	Assent (For)		Dissent (Against)	
	No.of Votes	% of Votes Received	No.of Votes	% of Votes Received
E-voting	1,45,48,958	100	-	-
Ballot	2,501	100	-	-
Total	1,45,51,459	100	-	-

Resolution Number	6
Nature of Resolution	Ordinary Resolution
Subject Matter	Ratification of Remuneration to Cost Auditor

Details of voting	Assent (For)		Dissent (Against)	
	No.of Votes	% of Votes Received	No.of Votes	% of Votes Received
E-voting	1,45,48,958	100	-	-
Ballot	2,501	100	-	-
Total	1,45,51,459	100	-	-

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The results of the aforesaid e-voting for the Ordinary / Special Resolutions as sent out in notice dated 31.07.2015 may accordingly be declared by the Chairman.

All relevant records of electronic voting and ballot forms will remain in my custody until the chairman considers, approves and signs the minutes of 23rd Annual General Meeting and thereafter the said records will be handed over to the Company Secretary of K G Denim Limited.

PS: In the case of resolution No.3, 1,50,000 (One Lakh Fifty Thousand) votes of a related party have been excluded from the vote cast through e-voting.

In the case of ballot voting, 9 ballot papers have been excluded for want of details.

Jayanthi. Narasimha

Witness 1:- Jayanthi Narasimha
34-C, 3rd Cross R.L.Nagar
K.K.Pudur, Coimbatore-641038

M.L. Adithya Sudharshan

Witness 2:- M.L.Adithya Sudharshan
34-C, 3rd Cross R.L.Nagar
K.K.Pudur, Coimbatore-641038

Place:-Coimbatore

Date:-29-09-2015

M.R.L. Narasimha

SCRUTINIZER

M.R.L. NARASIMHA, B.Com., FCS
Practising Company Secretary
M No. 2851, C P 799
34-C, IIIRD CROSS,
RAMALINGA NAGAR, K.K. PUDUR,
GOIMBATORE - 641 038.