

# K G DENIM LIMITED

CIN : L17115TZ1992PLC003798

THEN THIRUMALAI

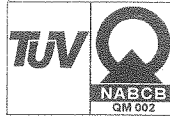
METTUPALAYAM - 641 302.

COIMBATORE DISTRICT

TAMILNADU, INDIA.

kg  
Denim

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30.09.2016

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, 2016.***

We hereby inform you that at the 24<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 28 2016 at 4.00 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 of Annual Report for the year ended on 31<sup>st</sup> March, 2016.

This is for your kind perusal and records.

Thanking you

Yours faithfully  
for **K G DENIM LIMITED**

**DIRECTOR**

Encl : As above

September 30, 2016

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

METTUPALAYAM – 641 302

Dear Sir,

I, M.R.L. Narasimha B.Com, FCS, Practicing Company Secretary, Coimbatore was appointed as Scrutinizer for the 24<sup>th</sup> (Twenty Fourth) Annual General Meeting of Equity Shareholders of K G DENIM LIMITED to be held on 28<sup>th</sup> September 2016 at 4.00 PM at 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 19<sup>th</sup> August 2016 to vote on the proposed 11 (Eleven) Resolutions as mentioned in the Notice of Annual General Meeting of K G DENIM LIMITED (Item No.1 (one) to Item No.11 (eleven) 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. 21<sup>st</sup> September 2016 were only considered for E-voting and voting at the meeting of the venue.



*Report of Scrutinizer on remote E-voting & Voting by members of M/S. K G DENIM LIMITED at the 24<sup>th</sup> AGM*

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

2. The E-Voting period remained open from 09.00 AM on 25<sup>th</sup> September 2016 up to 05.00 PM on 27<sup>th</sup> September 2016.
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 29<sup>th</sup> September 2016 at 1.45 PM in the presence of Mr. M.L. Adithya Sudharshan and Mr. G. Krishnakumar who are 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 25<sup>th</sup> July 2016, 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. Eight (8) Ballot Forms were rejected for being incomplete for the resolutions One (1) to Eleven (11) and in E-Voting 2(two) Folios were rejected for being invalid, for resolutions Five (5) to Nine (9).
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*

*Report of Scrutinizer on remote E-voting & Voting by members of M/S. K G DENIM LIMITED at the 24<sup>th</sup> AGM*

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**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	
<b>Assent</b>	<b>23</b>	<b>1,46,51,988</b>	<b>57</b>	<b>1,75,524</b>	<b>80</b>	<b>1,48,27,512</b>	<b>99.99</b>
<b>Dissent</b>	-	-	-	-	-	-	-
<b>Abstain</b>	-	-	-	-	-	-	-
<b>Rejections</b>	-	-	<b>8</b>	<b>105</b>	<b>8</b>	<b>105</b>	<b>0.01</b>
<b>Total</b>	<b>23</b>	<b>1,46,51,988</b>	<b>65</b>	<b>1,75,629</b>	<b>88</b>	<b>1,48,27,617</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 25<sup>th</sup> July,2016, 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	
<b>Assent</b>	<b>23</b>	<b>1,46,51,988</b>	<b>55</b>	<b>1,75,400</b>	<b>78</b>	<b>1,48,27,388</b>	<b>99.98</b>
<b>Dissent</b>	-	-	-	-	-	-	-
<b>Abstain</b>	-	-	<b>2</b>	<b>124</b>	<b>2</b>	<b>124</b>	<b>0.01</b>
<b>Rejections</b>	-	-	<b>8</b>	<b>105</b>	<b>8</b>	<b>105</b>	<b>0.01</b>
<b>Total</b>	<b>23</b>	<b>1,46,51,988</b>	<b>65</b>	<b>1,75,629</b>	<b>88</b>	<b>1,48,27,617</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 25<sup>th</sup> July,2016, has been passed with requisite majority

*M. R. L. Narasimha*

**Consolidated Results**

iii. Appointment of Shri B. Sriramulu (DIN-00002560) 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	22	1,24,43,329	56	1,75,424	78	1,26,18,753	85.10
Dissent	-	-	-	-	-	-	-
Abstain	1	22,08,659	1	100	2	22,08,759	14.89
Rejections	-	-	8	105	8	105	0.01
<b>Total</b>	<b>23</b>	<b>1,46,51,988</b>	<b>65</b>	<b>1,75,629</b>	<b>88</b>	<b>1,48,27,617</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 25<sup>th</sup> July,2016, has been passed with requisite majority

*M. R. L. Narasimha*

**Consolidated Results**

- iv. Reappointment of M/S Gopalaiyer & Subramanian (ICAI Regn No. 000960S) the retiring Auditors of the company, as a Statutory 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	23	1,46,51,988	57	1,75,524	80	1,48,27,512	99.99
Dissent	-	-	-	-	-	-	-
Abstain	-	-	-	-	-	-	-
Rejections	-	-	8	105	8	105	0.01
<b>Total</b>	<b>23</b>	<b>1,46,51,988</b>	<b>65</b>	<b>1,75,629</b>	<b>88</b>	<b>1,48,27,617</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.4 of the Notice dated on 25<sup>th</sup> July, 2016, has been passed with requisite majority

*M. R. L. Narasimha*

**Consolidated Results**

- v. Re-fixing remuneration of Shri.KG Baal Krishnan (DIN-00002174), Executive Chairman with effect from 01.04.2016 to 03.11.2018

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	12	33,80,613	56	1,75,500	68	35,56,113	23.98
Dissent	-	-	1	24	1	24	0
Abstain	9	93,74,413	-	-	9	93,74,413	63.23
Rejections	2	18,96,962	8	105	10	18,97,067	12.79
<b>Total</b>	<b>23</b>	<b>1,46,51,988</b>	<b>65</b>	<b>1,75,629</b>	<b>88</b>	<b>1,48,27,617</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 25<sup>th</sup> July,2016, has been passed with requisite majority

*M. R. L. Narasimha*



**Consolidated Results**

- vi. Re-fixing remuneration of Shri. B Sriramulu (DIN-00002560), Managing Director with effect from 01.04.2016 to 03.11.2018

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	12	33,80,613	57	1,75,524	69	35,56,137	23.98
Dissent	-	-	-	-	-	-	-
Abstain	9	93,74,413	-	-	9	93,74,413	63.23
Rejections	2	18,96,962	8	105	10	18,97,067	12.79
Total	23	1,46,51,988	65	1,75,629	88	1,48,27,617	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.6 of the Notice dated on 25<sup>th</sup> July, 2016, has been passed with requisite majority

*M. R. L. Narasimha*

**Consolidated Results**

- vii. Re-fixing remuneration of Shri.B Srihari (DIN-00002556), Managing Director with effect from 01 .04.2016 to 03.11.2018

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	12	33,80,613	54	1,75,300	66	35,55,913	23.98
Dissent	"	"	"	"	"	"	"
Abstain	9	93,74,413	3	224	12	93,74,637	63.23
Rejections	2	18,96,962	8	105	10	18,97,067	12.79
Total	23	1,46,51,988	65	1,75,629	88	1,48,27,617	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.7 of the Notice dated on 25<sup>th</sup> July,2016, has been passed with requisite majority

*M. R. L. Narasimha*

**Consolidated Results**

viii. Remuneration payable to Smt. T Anandhi (DIN-00050786) Non-Executive 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	11	32,76,548	56	1,75,424	67	34,51,972	23.28
Dissent	1	1,04,065	-	-	1	1,04,065	0.70
Abstain	9	93,74,413	1	100	10	93,74,513	63.22
Rejections	2	18,96,962	8	105	10	18,97,067	12.80
Total	23	1,46,51,988	65	1,75,629	88	1,48,27,617	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.8 of the Notice dated on 25<sup>th</sup> July,2016, has been passed with requisite majority

*M. R. L. Narasimha*

*Report of Scrutinizer on remote E-voting & Voting by members of M/S. K G DENIM LIMITED at the 24<sup>th</sup> AGM*

**Consolidated Results**

- ix. Enter into a non cash transaction with Smt. B. Sathyabama, a related party for land of 2.57 acres adjacent to the power plant, against swap of land belonging to the company at Karamadai .

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	11	32,76,548	56	1,75,024	67	34,51,572	23.28
Dissent	1	1,04,065	1	500	2	1,04,565	0.70
Abstain	9	93,74,413	-	-	9	93,74,413	63.22
Rejections	2	18,96,962	8	105	10	18,97,067	12.80
<b>Total</b>	<b>23</b>	<b>1,46,51,988</b>	<b>65</b>	<b>1,75,629</b>	<b>88</b>	<b>1,48,27,617</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.9 of the Notice dated on 25<sup>th</sup> July,2016, has been passed with requisite majority

*M. R. L. Narasimha*

**Consolidated Results**

x. 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	23	1,46,51,988	57	1,75,524	80	1,48,27,512	99.99
Dissent	-	-	-	-	-	-	-
Abstain	-	-	-	-	-	-	-
Rejections	-	-	8	105	8	105	0.01
<b>Total</b>	<b>23</b>	<b>1,46,51,988</b>	<b>65</b>	<b>1,75,629</b>	<b>88</b>	<b>1,48,27,617</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 25<sup>th</sup> July,2016, has been passed with requisite majority

*M. R. L. Narasimha*

**Consolidated Results**

xi. Appointment of Shri A P Seturaaman as Independent Director (DIN: 07331898)

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	
<b>Assent</b>	<b>23</b>	<b>1,46,51,988</b>	<b>56</b>	<b>1,75,424</b>	<b>79</b>	<b>1,48,27,412</b>	<b>99.98</b>
<b>Dissent</b>	-	-	-	-	-	-	-
<b>Abstain</b>	-	-	<b>1</b>	<b>100</b>	<b>1</b>	<b>100</b>	<b>0.01</b>
<b>Rejections</b>	-	-	<b>8</b>	<b>105</b>	<b>8</b>	<b>105</b>	<b>0.01</b>
<b>Total</b>	<b>23</b>	<b>1,46,51,988</b>	<b>65</b>	<b>1,75,629</b>	<b>88</b>	<b>1,48,27,617</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.11 of the Notice dated on 25<sup>th</sup> July,2016, has been passed with requisite majority

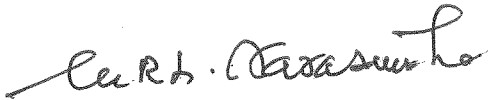
*M. R. L. Narasimha*

*Report of Scrutinizer on remote E-voting & Voting by members of M/S. K G DENIM LIMITED at the 24<sup>th</sup> AGM*

9. Based on the aforesaid results, I report that Eleven Ordinary Resolutions as contained in Item No.1 to Item No.11, of the notice dated 25<sup>th</sup> July 2016 have 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 24<sup>th</sup> AGM*