

# K G DENIM LIMITED

CIN : L17115TZ1992PLC003798

THEN THIRUMALAI

METTUPALAYAM - 641 302.

COIMBATORE DISTRICT

TAMILNADU, INDIA.

kg  
Denim

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16.09.2017

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, 2017.*

We hereby inform you that at the 25<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 16 2017 at 10.45 a.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 16, 2017

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, Practising Company Secretary, Coimbatore was appointed as Scrutinizer for the 25<sup>th</sup> (Twenty Fifth) Annual General Meeting of Equity Shareholders of K G DENIM LIMITED to be held on 16<sup>th</sup> September 2017 at 10.45 AM 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 11<sup>th</sup> August 2017 to vote on the proposed 5 (Five) Resolutions as mentioned in the Notice of Annual General Meeting of K G DENIM LIMITED (Item No.1 (one) to Item No.5 (Five) 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. 09<sup>th</sup> September 2017 were only considered for E-voting and voting at the meeting of the venue.

*M.R.L. Narasimha*

*Report of Scrutinizer on remote E-voting & Voting by members of M/S. K G DENIM LIMITED at the 25<sup>th</sup> AGM*

Page 1 of 7

2. The E-Voting period remained open from 09.00 AM on 13<sup>th</sup> September 2017 up to 05.00 PM on 15<sup>th</sup> September 2017.
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 16<sup>th</sup> September 2017 at 7.00 AM 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 28<sup>th</sup> July 2017, 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. Six (6) Ballot Forms were rejected for being incomplete and one (1) ballot for 100 shares is being invalidated for wrong marking, for the resolutions One (1) to five (5) and in E-Voting there were no rejection.
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	22	1,45,52,018	50	7,350	72	1,45,59,368	99.996
Dissent	-	-	-	-	-	-	-
Abstain	-	-	1	50	1	50	.001
Rejections	-	-	7	100	7	100	.003
<b>Total</b>	<b>22</b>	<b>1,45,52,018</b>	<b>58</b>	<b>7500</b>	<b>80</b>	<b>1,45,89,518</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 28<sup>th</sup> July, 2017, has been passed with requisite majority

*Per 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	22	1,45,52,018	50	7,350	72	1,45,59,368	99.996
Dissent	-	-	-	-	-	-	-
Abstain	-	-	1	50	1	50	.001
Rejections	-	-	7	100	7	100	.003
<b>Total</b>	<b>22</b>	<b>1,45,52,018</b>	<b>58</b>	<b>7,500</b>	<b>80</b>	<b>1,45,59,518</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 28<sup>th</sup> July,2017, has been passed with requisite majority

*H. D. L. Narasimha*

**Consolidated Results**

iii. Appointment of Shri B. Srihari (DIN-00002556) 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	20	1,23,18,159	50	7,350	70	1,23,25,509	84.656
Dissent	1	2,000	-	-	1	2,000	.013
Abstain	1	22,31,859	1	50	2	22,31,909	15.329
Rejections	-	-	7	100	7	100	.002
<b>Total</b>	<b>22</b>	<b>1,45,52,018</b>	<b>58</b>	<b>7,500</b>	<b>80</b>	<b>1,45,59,518</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 28<sup>th</sup> July,2017, has been passed with requisite majority

*M. R. L. Narasimha*

**Consolidated Results**

- iv. Appointment of M/S Mohan & Venkataraman (ICAI Regn No.0073215) as Auditors of the company for a term of five years commencing from 2017-18 to 2021-22.

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	21	1,45,50,018	49	7,347	70	1,45,57,365	99.982
Dissent	1	2,000	-	-	1	2,000	.014
Abstain	-	-	2	53	2	53	.001
Rejections	-	-	7	100	7	100	.003
<b>Total</b>	<b>22</b>	<b>1,45,52,018</b>	<b>58</b>	<b>7,500</b>	<b>80</b>	<b>1,45,59,518</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 28<sup>th</sup> July,2017, has been passed with requisite majority

*M. R. L. Narasimha*

**Consolidated Results**

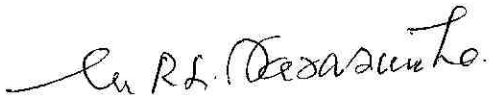
v. Ratification of remuneration of Cost Auditor.

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	21	1,45,50,018	50	7,350	71	1,45,57,368	99.985
Dissent	1	2,000	-	-	1	2,000	.013
Abstain	-	-	1	50	1	50	.001
Rejections	-	-	7	100	7	100	.001
<b>Total</b>	<b>22</b>	<b>1,45,52,018</b>	<b>58</b>	<b>7,500</b>	<b>80</b>	<b>1,45,59,518</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 28<sup>th</sup> July,2017, 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.

*Report of Scrutinizer on remote E-voting & Voting by members of M/S. K G DENIM LIMITED at the 25<sup>th</sup> AGM*