



Kandagiri Spinning Mills Ltd.

Ref: KSML/CS/ 53/2019-20

17th February, 2020

To
The Listing Department,
Bombay Stock Exchange Limited,
Floor 25, P.J.Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir,

Sub: Results of Postal Ballot voting (includes e-voting)
Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In accordance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith enclosed the following:


1. Voting results (Postal Ballot and E-voting) declared by the Chairman for the resolutions set out in the Postal ballot notice dated 05.01.2020 based on the Scrutinizers Report.
2. Consolidated report of the Scrutinizer on e-voting and postal ballot voting results.

The above is also being uploaded on the Company's website.

Kindly take the same for your records.

Thanking you,

Yours faithfully,
For Kandagiri Spinning Mills Limited


J. Asifa
Company Secretary

Encl: a/a

GSTIN: 33AABCK2694Q1Z1



CIN : L17111TZ1976PLC000762

Regd. Off: Mill Premises, Udayapatti (P.O), P.B.No.3, Salem – 636 140, Phone : Mill 0427-2244400
Fax:0427-2244422; Grams: SUPERSPINE; e-mail:sales@kandagirimills.com; Web.: www.kandagirimills.com





Kandagiri Spinning Mills Ltd.


17.02.2020

DECLARATION OF VOTING RESULTS (THROUGH POSTAL BALLOT AND E-VOTING) BY THE CHAIRMAN FOR ALL THE RESOLUTIONS SET OUT IN THE POSTAL BALLOT NOTICE DT. 05.01.2020 BASED ON THE CONSOLIDATED REPORT OF THE SCRUTINIZER

Sl. No.	Resolutions	Type of Resolution	Declaration of Result
1.	Approval for sale of Plant and Machinery of Unit-I of the Company	Special Resolution	Resolution passed with requisite majority as a Special Resolution
2.	Approval for lease of Land and Building of Unit-I of the Company	Special Resolution	Resolution passed with requisite majority as a Special Resolution
3.	Approval for sale of Plant and Machinery of Unit-I of the Company to the Related Party	Ordinary Resolution	Resolution passed with requisite majority as an Ordinary Resolution
4.	Approval for lease of Land and Building of Unit-I of the Company to the Related Party	Ordinary Resolution	Resolution passed with requisite majority as an Ordinary Resolution
5.	Approval to give loans and/or give guarantees and/or provide securities in connection with loan to any person or Body Corporate and/or make inter-corporate investments	Special Resolution	Resolution passed with requisite majority as a Special Resolution
6.	Approval to provide security and/or giving of guarantee in connection with loans borrowed / to be borrowed by M/s. Sambandam Spinning Mills Limited	Special Resolution	Resolution passed with requisite majority as a Special Resolution
7.	Approval under reg. 23 of SEBI (LODR) Regulations, 2015 for related party transaction of providing security and/or giving of guarantee in connection with loans borrowed/to be borrowed by M/s. Sambandam Spinning Mills Limited	Ordinary Resolution	Resolution passed with requisite majority as an Ordinary Resolution
8.	To alter the objects clause of the Memorandum of Association of the Company	Special Resolution	Resolution passed with requisite majority as a Special Resolution

As per the consolidated report of scrutinizer on e-voting and postal ballot, all the resolutions set out in the postal ballot notice dated 05.01.2020 has been approved and considered as passed by the shareholders with requisite majority on 15.02.2020 and are deemed to be passed at a General meeting convened in this behalf.

For Kandagiri Spinning Mills Limited


(R. Selvarajan)
Managing Director

GSTIN: 33AABCK2694Q1Z1



CTN : L17111TZ1976PLC000762

Regd. Off: Mill Premises, Udayapatti (P.O), P.E.No.3, Salem - 636 140. Phone : Mill 0427-2244400

Fax:0427-2244422; Grams: SUPERSPINE; e-mail: sales@kandagirimills.com; Web.: www.kandagirimills.com



**B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES.**

**B.KALYANASUNDARAM,
B.Com.,ACMA.,ACS.,**

OFFICE:

**29 & 30,PANDAMANGALAM
AGRAHARAM,
WORIUR,TRICHY-620003.
PHONE:- 0431- 2761590.
Email:- bkksoffice@gmail.com**

REPORT OF SCRUTINIZER

[pursuant to Sections 108 & 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules,2014 read with Clause 44 of the SEBI (LODR) Regulations, 2015]

To
The Chairman and Managing Director,
KANDAGIRI SPINNING MILLS LIMITED,
P.B. NO.3, UDAYAPATTI PO,
SALEM - 636 140

I, B. KALYANASUNDARAM, PRACTISING COMPANY SECRETARY, (CP. NO. 2209 & M.NO. A672), Prop. of M/s. B.K.SUNDARAM & ASSOCIATES, COMPANY SECRETARIES have been appointed as scrutinizer by M/s KANDAGIRI SPINNING MILLS LIMITED, (CIN: L17111TZ1976PLC000762) having its registered office at P.B. NO.3, UDAYAPATTI PO, SALEM - 636 140 for the purpose of scrutinizing the process of e-voting & postal ballot in a fair and transparent manner and ascertaining the votes cast for and against through e-voting & postal ballot, as per Section 108 and 110 of the Companies Act,2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Clause 44 of the SEBI (LODR) Regulations, 2015, I submit my report as under:-

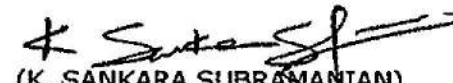
For Kandagiri Spinning Mills Ltd.,


Managing Director
(R. SELVARAJAN)



1. All postal ballot forms received up to the close of working hours at 05.00 PM on 15th February 2020, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
2. The e-voting period remained open from 17th January 2020 (9.00 am) to 15th February 2020 (5.00 pm) through e-voting services provided by CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL).
3. The e-votes were unblocked through the menu provided in the CDSL website on 15th February 2020 after the closing hour of 5 P.M. in the presence of two witnesses viz Mr. K.KARTHIKEYAN and Mr. K. SANKARA SUBRAMANIAN who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

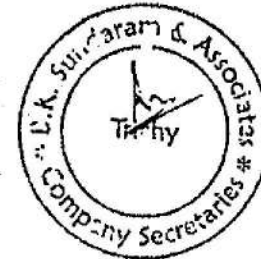

(K. KARTHIKEYAN)


(K. SANKARA SUBRAMANIAN)

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted electronically were downloaded from the e-voting website of CDSL (<https://www.evotingindia.com>). The valid e-votes cast 'For' and 'Against' were taken in to consideration while preparing the result of e-voting

For Kandagiri Spinning Mills Ltd.,

Managing Director
(R. SELVARAJAN)



5. A summary of the Postal ballot forms received is given below:-

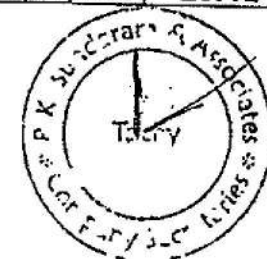
PARTICULARS	NO. OF POSTAL BALLOT FORMS
(a) Total postal ballot forms received	119
(b) <i>Less:</i> Invalid postal ballot forms	29
(c) Net Valid Postal ballot forms taken in to consideration while preparing the result of postal ballot	90

7. The voting done by related parties to approve related party transactions has been disregarded for the purpose of counting. Based on the valid e-votes cast 'For' and 'Against' and based on the scrutiny of the valid postal ballot forms I furnish hereunder the result of the e-voting & postal ballot :-

Agenda Item No.	Particulars of the Agenda	Voted for				Voted against		
		Mode of Voting	No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %
1	<u>SPECIAL BUSINESS:-</u> <u>To pass by Special Resolution:-</u> <u>Agenda item No.1:-</u> Approval for sale of Plant and machinery of Unit-I of the Company	Postal ballot	77	1,09,337		10	23	
		E-voting	197	24,47,430		14	6,55,689	
		TOTAL	274	25,56,767	79.59	24	6,55,712	20.41

For Kandagiri Spinning Mills Ltd.,

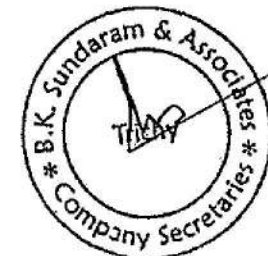

Managing Director
(R. SELVARAJAN)



Agenda Item No.	Particulars of the Agenda	Voted for				Voted against		
		Mode of Voting	No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %
2	<u>SPECIAL BUSINESS:-</u> <u>To pass by Special Resolution:-</u> <u>Agenda item No.2:-</u> Approval for Lease of Land and building of Unit-I of the Company	Postal ballot	79	1,09,537		10	23	
		E-voting	197	24,47,430		14	6,55,689	
		TOTAL	276	25,56,967	79.59	24	6,55,712	20.41
3	<u>SPECIAL BUSINESS:-</u> <u>To pass by Ordinary Resolution:-</u> <u>Agenda item No.3:-</u> Approval for sale of Plant and Machinery of Unit-I of the Company to Related Party	Postal ballot	78	1,09,037		10	23	
		E-voting	181	6,46,418		13	6,45,689	
		TOTAL	259	7,55,455	53.92	23	6,45,712	46.08


For Kandagiri Spinning Mills Ltd.,


Managing Director
(R. SELVARAJAN)



Agenda Item No.	Particulars of the Agenda	Voted for				Voted against		
		Mode of Voting	No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %
4	SPECIAL BUSINESS:- To pass by Ordinary Resolution:- Agenda Item No.4:- Approval for Lease of Land, Building, other infrastructural facilities of Unit-I of the Company to Related party and for providing management and supervision services to Related Party	Postal ballot	78	1,09,037		10	23	
		E-voting	181	6,46,418		14	6,55,689	
		TOTAL	259	7,55,455	53.53	24	6,55,712	46.47
5	SPECIAL BUSINESS:- To pass by Special Resolution:- Agenda Item No.5:- Approval to give loans and/or give guarantees and/or provide securities in connection with loan to any person or Body Corporate and/or make inter-corporate investments by way of subscription, purchase or otherwise of securities of any Body Corporate	Postal ballot	78	1,09,437		10	23	
		E-voting	197	24,47,430		14	6,55,689	
		TOTAL	275	25,56,867	79.59	24	6,55,712	20.41

For Kandagiri Spinning Mills Ltd.,


 Managing Director
 (R. SELVARAJAN)



Agenda Item No.	Particulars of the Agenda	Voted for				Voted against		
		Mode of Voting	No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %
6	SPECIAL BUSINESS:- To pass by Special Resolution:- Agenda item No.6:- Approval to provide security and/or giving of guarantee in connection with loans borrowed/to be borrowed by M/s. Sambandam Spinning Mills Limited	Postal ballot	78	1,09,437		10	23	
		E-voting	197	24,47,430		14	6,55,689	
		TOTAL	275	25,56,867	79.59	24	6,55,712	20.41
7	SPECIAL BUSINESS:- To pass by Ordinary Resolution:- Agenda item No.7:- Approval under reg. 23 of SEBI (LODR) Regulations, 2015 for related party transaction of providing security and/or giving of guarantee in connection with loans borrowed/to be borrowed by M/s.Sambandam Spinning Mills Limited	Postal ballot	77	1,08,937		10	23	
		E-voting	181	6,46,418		14	6,55,689	
		TOTAL	258	7,55,355	53.53	24	6,55,712	46.47

For Kandagiri Spinning Mills Ltd.,



 Managing Director
 (R. SELVARAJAN)



Agenda Item No.	Particulars of the Agenda	Voted for				Voted against		
		Mode of Voting	No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %
8	<p><u>SPECIAL BUSINESS:-</u> <u>To pass by Special Resolution:-</u></p> <p><u>Agenda item No.8:-</u> To alter the objects clause of the Memorandum of Association of the Company</p>	Postal ballot	78	1,09,437		10	23	
		E-voting	196	23,30,964		15	7,72,155	
		TOTAL	274	24,40,401	75.96	25	7,72,178	24.04

The downloaded e-voting records, postal ballot forms and other connected papers relating to e-voting and postal ballot shall remain in my safe custody until the Chairman considers this report of Scrutinizer and announces the result on or before 17th February, 2020 at the Registered Office of the Company and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping.

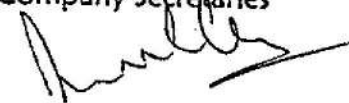
For Kandagiri Spinning Mills Ltd.,


 Managing Director
 (R. SELVARAJAN)

Place : Trichy
 Date : 17-02-2020



For B.K. Sundaram & Associates
 Company Secretaries


 B.KALYANASUNDARAM
 Practising Company Secretary
 M. No.A572 / C P No.2209