



# Kandagiri Spinning Mills Ltd.

Ref: KSML/CS/ 021/2019-20

13<sup>th</sup> August, 2019

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

Dear Sir,

**Sub: Summary of 43<sup>rd</sup> AGM proceedings along with Scrutinizers report on 43<sup>rd</sup> AGM E-voting/Poll Results**

**Ref: Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to the above captioned subject, in continuation of our filing of 43<sup>rd</sup> Annual General Meeting – Evoting/Poll results in prescribed XBRL format to the exchange, we hereunder furnish the following:

**Summary of the Proceedings of the 43<sup>rd</sup> Annual General Meeting of the Company**

43<sup>rd</sup> Annual General Meeting of the Company was held on Sunday, the 11<sup>th</sup> August, 2019 at 11.30 a.m. at the mill premises of Sambandam Spinning Mills Limited in Kamaraj Nagar Colony, Salem-636 014

Sri S. Devarajan, Chairman of the Company occupied the chair and invited the members and the proxies present at the Meeting.

After ascertaining the quorum present, Chairman announced the commencement of the proceedings of the 43<sup>rd</sup> Annual General Meeting of the Company, calling the meeting to order. The Chairman introduced the Directors, Statutory Auditors, Secretarial Auditor and Cost Auditor present at the meeting to the Members.

The Statutory Register, Proxy register and the inspection documents were available for inspection.

With the permission of the members, the Notice and the Directors' Report were taken as read as it was already circulated to all members. Chairman then read out the explanations given in Director's report with respect to delay in repayment of bank term loan dues pointed out in Auditor's report and with the consent of the members present, Auditors' Report was taken as

read.



CIN : L1711TZ1976PLC000762

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.

Chairman further informed that there was no qualification or adverse observation or comment in the Secretarial Audit Report. Chairman then mentioned that, Chairman of Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee were present at the meeting.

Chairman then delivered his speech on the reasons for the adverse performance of the Company during the year 2018-19 and the prospects for the current financial year 2019-20.

Thereafter comments and queries on the Balance Sheet and Statement of Profit & Loss Account of the Company and all other Agenda Items of the notice invited from the members. Clarifications were provided to the queries raised.

The Chairman informed the shareholders that the Company had provided Members the facility to cast their vote through remote e-voting, on all resolutions set forth in the Notice convening the 43<sup>rd</sup> AGM of the Company dated 26.05.2019. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting through poll.

The following business items were transacted at the meeting:

S. NO	PARTICULARS OF BUSINESS	TYPE OF RESOLUTION
ORDINARY BUSINESS		
1.	ADOPTION OF FINANCIAL STATEMENTS	ORDINARY
2.	REAPPOINTMENT OF SRI S. VIJAY SHANKAR, NON-EXECUTIVE DIRECTOR RETIRING BY ROTATION	ORDINARY
3	REMUNERATION OF STATUTORY AUDITORS	ORDINARY
SPECIAL BUSINESS		
4.	REAPPOINTMENT OF NON-EXECUTIVE INDEPENDENT DIRECTOR SRI S. GNANASEKHARAN	SPECIAL
5.	REAPPOINTMENT OF NON-EXECUTIVE INDEPENDENT DIRECTOR SRI. KAMESHWAR M. BHAT	SPECIAL
6.	RATIFICATION OF REMUNERATION PAYABLE TO THE COST AUDITOR	ORDINARY

CS B. Kalyanasundaram of M/S B.K. Sundaram & Associates, Practising Company Secretary was appointed as Scrutinizer by the board to scrutinize remote e-voting and AGM Venue voting in a fair and transparent manner.



CIN : L1711TZ1976PLC0007e2

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.**

Chairman announced that the final consolidated results of the voting through remote e-voting /polling at the venue of the AGM would be submitted by the Scrutinizer within the stipulated time mentioned under the provisions of Companies Act, 2013 and SEBI regulations and thereafter the results would be declared and also be displayed in the website of the Company and be simultaneously intimated to the Stock Exchange in prescribed format where the Company's shares are listed.

Chairman then thanked the members for attending the meeting and for their unstinted support to the Company and declared the meeting as closed.

The following are enclosed herewith:

1. Declaration of 43<sup>rd</sup> AGM – Evoting/Poll results by the Chairman
2. Consolidated Report of the Scrutinizer on Evoting/Poll results

This is for your information and records.

Yours faithfully,

**For Kandagiri Spinning Mills Limited**

**J. Asifa**  
Company Secretary

**Encl: As above**



CIN : L1711TZ1976PLC000762

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.

13.08.2019

**DECLARATION OF RESULTS BY THE CHAIRMAN FOR THE RESOLUTIONS CONTAINED IN THE NOTICE OF THE 43<sup>RD</sup> ANNUAL GENERAL MEETING OF THE COMPANY BASED ON THE CONSOLIDATED REPORT OF THE SCRUTINIZER**

Sl. No.	Resolutions	Type of Resolution	Declaration of Result
1.	Adoption of Financial Statements	Ordinary Resolution	Resolution passed with requisite majority as an Ordinary Resolution
2.	Reappointment of Sri S. Vijay Shankar, Director retiring by rotation	Ordinary Resolution	Resolution passed with requisite majority as an Ordinary Resolution
3.	Remuneration of Statutory Auditors	Ordinary Resolution	Resolution passed Unanimously as an Ordinary Resolution
4.	Reappointment of Non-Executive Independent Director, Sri S. Gnanasekharan	Special Resolution	Resolution passed with requisite majority as a Special Resolution
5.	Reappointment of Non-Executive Independent Director, Sri Kameshwar M. Bhat	Special Resolution	Resolution passed with requisite majority as a Special Resolution
6.	Ratification of Remuneration Payable to the Cost Auditor	Ordinary Resolution	Resolution passed with requisite majority as an Ordinary Resolution

For Kandagiri Spinning Mills Limited

  
(S. Devarajan)  
Chairman



CIN : LU11ITZ1976PLC000762

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



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

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

**OFFICE:  
29 & 30, PANDANANGALAM  
AGRAHARAM,  
WORLUR, TRICHY-620003.  
PHONE:- 0431- 2761590.  
Email:- [bksundaram@gmail.com](mailto:bksundaram@gmail.com)**

**REPORT OF SCRUTINIZER**

*[pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]*

To  
The Chairman  
M/s. Kandagiri Spinning Mills Limited  
P.B.No.3, Mill Premises, Udayapatti P.O.  
Salem - 636140

I, B. Kalyanasundaram, Practising Company Secretary, (CP. NO.2209 & M.NO.A672), Proprietor of M/s. B. K. SUNDARAM & ASSOCIATES, COMPANY SECRETARIES have been appointed as a scrutinizier by M/s. Kandagiri Spinning Mills Limited, (CIN: L17111TZ1976PLC000762) having its registered office at P.B.No.3, Mill Premises, Udayapatti P.O., Salem - 636140, for the purpose of scrutinizizing the process of e-voting and voting by use of ballot at the meeting (Voting at AGM) in a fair and transparent manner and ascertaining the votes cast FOR and AGAINST through e-voting and voting by use of ballot at the meeting (Voting at AGM), as per Section 108 and 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, I submit my report as under:

1. The e-voting period remained open from 7<sup>th</sup> August, 2019 (9.15 am) to 10<sup>th</sup> August, 2019 (05.00 pm) through e-voting services provided by Central Depository Services (India) Limited (CDSL).



2. There were no votes cast through ballot paper at the venue of the Annual General Meeting (AGM) held on 11<sup>th</sup> August, 2019.

3. The e-votes were unblocked through the menu provided in the CDSL website on 11<sup>th</sup> August, 2019 after the conclusion of the AGM in the presence of two witnesses viz Mr. K. Karthikeyan and Mr. B.Ramamurthy 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. KARTHIKEYAN)

*B. Ramamurthy*

(B.RAMAMURTHY)

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.

5. Based on the e-votes cast 'FOR' and 'AGAINST', I furnish hereunder the result of e-voting:

Sl. No.	Particulars of the Business	Voted for			Voted against		
		No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %
1.	<b>Agenda Item No.1:</b> Adoption of Financial Statements	45	2128243	99.99	1	200	0.01
2.	<b>Agenda Item No.2:</b> Re-appointment of Director	43	2127069	99.94	3	1374	0.06



Sl. No.	Particulars of the Business	Voted for				Voted against			
		No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %		
	<b>ORDINARY BUSINESS</b>								
3.	<b>Agenda Item No.3:</b> Remuneration to Statutory Auditor	E-voting	46	2128443	100.00	0	0	0	
	<b>SPECIAL BUSINESS</b>								
4.	<b>Agenda Item No.4:</b> Re-appointment of Sri. S. Gnanasekharan as Non-Executive Independent Director	E-voting	43	2127069	99.94	3	1374	0.06	
5.	<b>Agenda Item No.5:</b> Re-appointment of Sri. Kameshwar M. Bhat as Non-Executive Independent Director	E-voting	43	2127069	99.94	3	1374	0.06	
6.	<b>Agenda Item No.6:</b> Ratification of remuneration payable to Cost Auditor	E-voting	45	2127519	99.96	1	924	0.04	

6. The downloaded e-voting records and other connected papers relating to e-voting shall remain in my safe custody until the Chairman considers this report of Scrutinizer and uploads / announces the result in their website ([www.kandagirmills.com](http://www.kandagirmills.com)) and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping.

Place : Trichy  
Date : 12-08-2019



For B. K. SUNDARAM & ASSOCIATES  
COMPANY SECRETARIES  
B. KALYANASUNDARAM  
PRACTISING COMPANY SECRETARY  
CP. 2209.