



Kandagiri Spinning Mills Ltd.

Ref: KSML/CS/ 031/2016-17

8th August, 2016

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

Dear Sir,

Sub: Proceedings and Voting results of 40th Annual General Meeting of the Company
Ref: Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In accordance with Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith enclosed Proceedings and voting results of the 40th Annual General Meeting of the Company held on 06.08.2016 at 11.30 a.m. at the Mill Premises of Sambandam Spinning Mills Limited at Kamaraj Nagar Colony, Salem – 636014. We have also enclosed the Consolidated report of the Scrutinizer on remote e-voting and Polling (AGM Venue Voting) results.

The above are also being uploaded on the Company's website

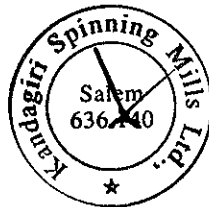
Kindly take the same for your records.

Thanking you,

Yours faithfully,
For Kandagiri Spinning Mills Limited


J. Asifa
Company Secretary

Encl: a/a



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.

PROCEEDINGS OF THE ANNUAL GENERAL MEETING

Date of the AGM/EGM	06.08.2016
Total number of shareholders on record date	3074
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	9 139
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NOT APPLICABLE



For Kandagiri Spinning Mills Limited

(R. Selvarajan)

Chairman and Managing Director



CIN : L17111TZ1976PLC000762

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

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Kandagiri Spinning Mills Ltd.

DECLARATION OF RESULTS BY THE CHAIRMAN
FOR THE RESOLUTIONS CONTAINED IN THE NOTICE OF THE 40TH 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 Unanimously as an Ordinary Resolution
2.	APPOINTMENT OF SRI S.DEVARAJAN, DIRECTOR RETIRING BY ROTATION	Ordinary Resolution	Resolution passed Unanimously as an Ordinary Resolution
3.	APPOINTMENT OF STATUTORY AUDITORS	Ordinary Resolution	Resolution passed Unanimously as an Ordinary Resolution
4.	ACCEPTANCE OF DEPOSITS FROM MEMBERS OF THE COMPANY	Ordinary Resolution	Resolution passed Unanimously as an Ordinary Resolution
5.	RATIFICATION OF REMUNERATION PAYABLE TO THE COST AUDITORS	Ordinary Resolution	Resolution passed Unanimously as an Ordinary Resolution

For Kandagiri Spinning Mills Limited


(R. Selvarajan)

Chairman and Managing Director



(AGENDA WISE VOTING RESULTS ATTACHED AT NEXT PAGE)



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Resolution required: ORDINARY			1. ADOPTION OF FINANCIAL STATEMENTS (BOTH STANDALONE AND CONSOLIDATED)					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2631219	2330049	88.55	2330049	0	100.00	0
	Poll *		0	0	0	0	0	0
	Postal Ballot (NOT APPLICABLE)		NOT APPLICABLE					
	Total		2330049	100.00	2330049	0	100.00	0
Public-Institutions	E-Voting	0	0					
	Poll*	0	0					
	Postal Ballot (NOT APPLICABLE)	NOT APPLICABLE						
	Total	0	0					
Public-Non Institutions (Including Body Corporate)	E-Voting	1218031	0	0	0	0	0	0
	Poll*		90425	7.42	90425	0	100.00	0
	Postal Ballot (NOT APPLICABLE)		NOT APPLICABLE					
	Total		90425	7.42	90425	0	100.00	0
Total	Evoting & Poll	3849250	2420474	62.88	2420474	0	100.00	0

(* AGM VENUE VOTING)



Resolution required: ORDINARY			2. APPOINTMENT OF SRI S. DEVARAJAN, DIRECTOR RETIRING BY ROTATION					
Whether promoter/ promoter group are interested in the agenda/resolution?			Appointee Director Sri S. Devarajan interested in this resolution					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2631219	2330049	88.55	2330049	0	100.00	0
	Poll *		0	0	0	0	0	0
	Postal Ballot (NOT APPLICABLE)		NOT APPLICABLE					
	Total		2330049	100.00	2330049	0	100.00	0
Public-Institutions	E-Voting	0	0					
	Poll*	0	0					
	Postal Ballot (NOT APPLICABLE)	NOT APPLICABLE						
	Total	0	0					
Public-Non Institutions (Including Body Corporate)	E-Voting	1218031	0	0	0	0	0	0
	Poll*		90425	7.42	90425	0	100.00	0
	Postal Ballot (NOT APPLICABLE)		NOT APPLICABLE					
	Total		90425	7.42	90425	0	100.00	0
Total	Evoting & Poll	3849250	2420474	62.88	2420474	0	100.00	0

(* AGM VENUE VOTING)



Resolution required: ORDINARY			3. APPOINTMENT OF STATUTORY AUDITORS					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2631219	2330049	88.55	2330049	0	100.00	0
	Poll *		0	0	0	0	0	0
	Postal Ballot (NOT APPLICABLE)		NOT APPLICABLE					
	Total		2330049	100.00	2330049	0	100.00	0
Public-Institutions	E-Voting	0	0					
	Poll*	0	0					
	Postal Ballot (NOT APPLICABLE)	NOT APPLICABLE						
	Total	0	0					
Public-Non Institutions (Including Body Corporate)	E-Voting	1218031	0	0	0	0	0	0
	Poll*		90425	7.42	90425	0	100.00	0
	Postal Ballot (NOT APPLICABLE)		NOT APPLICABLE					
	Total		90425	7.42	90425	0	100.00	0
Total	Evoting & Poll	3849250	2420474	62.88	2420474	0	100.00	0

(* AGM VENUE VOTING)



Resolution required: ORDINARY			4. ACCEPTANCE OF DEPOSITS FROM MEMBERS OF THE COMPANY					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2631219	2330049	88.55	2330049	0	100.00	0
	Poll *		0	0	0	0	0	0
	Postal Ballot (NOT APPLICABLE)		NOT APPLICABLE					
	Total		2330049	100.00	2330049	0	100.00	0
Public-Institutions	E-Voting	0	0					
	Poll*	0	0					
	Postal Ballot (NOT APPLICABLE)	NOT APPLICABLE						
	Total	0	0					
Public-Non Institutions (Including Body Corporate)	E-Voting	1218031	0	0	0	0	0	0
	Poll*		90425	7.42	90425	0	100.00	0
	Postal Ballot (NOT APPLICABLE)		NOT APPLICABLE					
	Total		90425	7.42	90425	0	100.00	0
Total	Evoting & Poll	3849250	2420474	62.88	2420474	0	100.00	0

(* AGM VENUE VOTING)



Resolution required: ORDINARY			5. RATIFICATION OF REMUNERATION PAYABLE TO THE COST AUDITORS					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2631219	2330049	88.55	2330049	0	100.00	0
	Poll *		0	0	0	0	0	0
	Postal Ballot (NOT APPLICABLE)		NOT APPLICABLE					
	Total		2330049	100.00	2330049	0	100.00	0
Public-Institutions	E-Voting	0	0					
	Poll*	0	0					
	Postal Ballot (NOT APPLICABLE)	NOT APPLICABLE						
	Total	0	0					
Public-Non Institutions (Including Body Corporate)	E-Voting	1218031	0	0	0	0	0	0
	Poll*		90425	7.42	90425	0	100.00	0
	Postal Ballot (NOT APPLICABLE)		NOT APPLICABLE					
	Total		90425	7.42	90425	0	100.00	0
Total	Evoting & Poll	3849250	2420474	62.88	2420474	0	100.00	0

(* AGM VENUE VOTING)



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

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

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

FORM No. MGT-13

Report of Scrutinizer

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]*

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

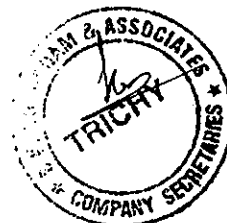
Dear Sir,

Sub:- 40th Annual General Meeting of the Equity Shareholders of M/S KANDAGIRI
SPINNING MILLS LIMITED held on 06-08-2016 at 11.30 A.M

I, B.KALYANASUNDARAM, PRACTISING COMPANY SECRETARY, (CP. NO.2209 &
M.NO.A 672), Prop of M/S B.K.SUNDARAM & ASSOCIATES, COMPANY SECRETARIES
have been appointed as a 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 poll taken on the below
mentioned resolutions, at the 40th Annual General Meeting of the Equity Shareholders
of M/S KANDAGIRI SPINNING MILLS LIMITED, held on 06-08-2016 at 11.30 AM. I
submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company viz. M/S CAMEO CORPORATE SERVICES LIMITED, CHENNAI -600 002.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

...2



4. The result of the Poll is as under:

ORDINARY BUSINESS :-

(a) Resolution 1 - Adoption of Financial Statements

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	90425	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	4804

(b) Resolution 2 - Appointment of Mr. S. DEVARAJAN retiring Director

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	90425	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	4804



(c) Resolution 3 – Appointment of Statutory Auditors

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	90425	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	4804

SPECIAL BUSINESS

(d) Resolution 4 – Acceptance of deposits from members

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	90425	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	4804



(e) Resolution 5 – Ratification of remuneration payable to the Cost Auditors

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	90425	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	4804

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records will be handed over to the COMPANY SECRETARY of the Company for safe keeping.

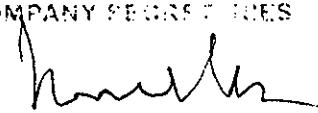
Note: The invalid votes were rejected due to signature mismatch/ defect in the form. But the votes had been cast in favour of the resolutions.

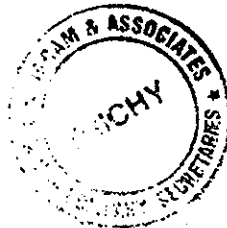
Thanking you,

Yours faithfully,

Place: TRICHY
Date : 07-08-2016

For B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES


B. KALYANASUNDARAM
PRACTISING COMPANY SECRETARY



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

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

OFFICE:

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

REPORT OF SCRUTINIZER

[pursuant to Sections 108 & 109 of the Companies Act,2013 and Rules 20(3)(xi) and 21 (1) (I) of the Companies (Management and Administration) Rules,2014]

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 a 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 and voting by use of polling paper at the meeting (Voting at AGM) in a fair and transparent manner and ascertaining the requisite majority on e-voting and voting by use of polling paper 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:-

....2



1. The e-voting period remained open from 02nd August 2016 (9.15 AM) to 05th August 2016 (05.00 PM) through e-voting services provided by CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL).
2. The votes cast through ballot paper at the venue of the Annual General Meeting (AGM) held on 06th August 2016 were considered for my scrutiny and counted. A report in the prescribed Form No. MGT 13 under Rule 21 of the Companies (Management and Administration) Rules, 2014 has been furnished separately to the Chairman of the meeting.
3. The e-votes were unblocked through the menu provided in the CDSL website on 06th August 2016 after the conclusion of the AGM in the presence of two witnesses viz Mr. B. RAMAMURTHY and Mr. K. KARTHIKEYAN who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


(B. RAMAMURTHY)


(K. KARTHIKEYAN)

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.

....3



5. Based on the counting of valid votes cast thro' e-voting and valid votes cast thro' polling papers at the AGM venue, I furnish hereunder the consolidated result :-

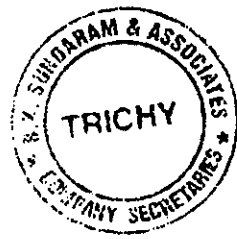
Sl.No..	Particulars of the Business	Voted for			Voted against			
			No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %
ORDINARY BUSINESS								
1	Agenda item No.1:- Adoption of Financial Statements	Poll	7	90425		0	0	0
		E-voting	35	2330049		0	0	0
		Total	42	2420474	100	0	0	0
2	Agenda item No.2:- Appointment of Mr. S. DEVARAJAN retiring Director	Poll	7	90425		0	0	0
		E-voting	35	2330049		0	0	0
		Total	42	2420474	100	0	0	0
3	Agenda item No.3:- Appointment of Statutory Auditors	Poll	7	90425		0	0	0
		E-voting	35	2330049		0	0	0
		Total	42	2420474	100	0	0	0
SPECIAL BUSINESS								
4	Agenda item No.4:- Acceptance of deposits from members	Poll	7	90425		0	0	0
		E-voting	35	2330049		0	0	0
		Total	42	2420474	100	0	0	0
5	Agenda item No.5:- Ratification of remuneration payable to the Cost Auditors	Poll	7	90425		0	0	0
		E-voting	35	2330049		0	0	0
		Total	42	2420474	100	0	0	0





The downloaded e-voting records, ballot forms and other connected papers relating to e-voting and voting at the AGM shall remain in my safe custody until the chairman considers this report of Scrutinizer and and uploads / announces the result in their website (www. Kandagirimills.com) and thereafter the same will be handed over to the COMPANY SECRETARY of the Company for safe keeping.

PLACE: TRICHY
DATE : 07-08-2016



For B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES

B. KALYAN SUNDARAM
PRACTISING COMPANY SECRETARY