



Kandagiri Spinning Mills Ltd.

Ref: KSML/CS/ 042/2017-18

12th August, 2017

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

Dear Sir,

Sub: Summary of 41st AGM proceedings along with Scrutinizers report on 41st 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 41st Annual General Meeting – Evoting/Poll results in prescribed XBRL format to the exchange, we hereunder furnish the following:

Summary of the Proceedings of the 41st Annual General Meeting of the Company

41st Annual General Meeting of the Company was held on Saturday, the 12th August, 2017 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 41st Annual General Meeting of the Company, calling the meeting to order.

The Chairman introduced the Directors, Statutory Auditors, Secretarial Auditor and Cost Auditors 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 explanation 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



CIN : L17111TZ1976ELC000762

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.

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 2016-17 and the prospects for the current financial year 2017-18.

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 41st AGM of the Company dated 06.05.2017. 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.	SRI M. RAJAMANI NOT WILLING TO GET REAPPOINTED*	NOT APPLICABLE
3.	APPOINTMENT OF STATUTORY AUDITORS	ORDINARY
SPECIAL BUSINESS		
4.	APPOINTMENT OF DR. V. SEKAR AS NON-EXECUTIVE INDEPENDENT DIRECTOR	ORDINARY
5.	APPOINTMENT OF DR. R. RAMARATHNAM AS NON-EXECUTIVE INDEPENDENT DIRECTOR	ORDINARY
6.	APPOINTMENT OF SRI D. BALASUNDARAM AS NON-EXECUTIVE INDEPENDENT DIRECTOR	ORDINARY
7.	ACCEPTANCE OF DEPOSITS FROM MEMBERS	ORDINARY
8.	APPOINTMENT OF SRI S. SIVAKUMAR AS NON-EXECUTIVE DIRECTOR	ORDINARY
9.	RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR	ORDINARY

*- This particular business item of Non-Executive Director Sri M. Rajamani retiring director not willing to get re-appointed was for taking note of the members. And hence resolution and voting option was not applicable for this business item.



CIN : L17111TZ1974PLC000762

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Kandagiri Spinning Mills Ltd.

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.

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.

Consolidated Report of the Scrutinizer on E-voting/Poll results

Report enclosed herewith.

Change in director

Pursuant to Non-Executive Director Sri M. Rajamani (DIN 00001930) expressing his willingness of not to get re-elected at the 41st Annual General Meeting of the Company, he retires from the office of Non-Executive Director of the Company with effect from the date of the 41st AGM of the Company held on 12.08.2017.

This is for your information and records.

Yours faithfully,

For Kandagiri Spinning Mills Limited


J. Asifa
Company Secretary

Encl: As above



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**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 Section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]*

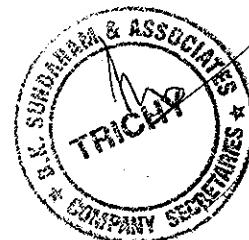
To
The Chairman
M/s. KANDAGIRI SPINNING MILLS LIMITED
P.B.No.3, Mill Premises, Udayapatti P.O.
Salem - 636140

Dear Sir,

Sub: 41st Annual General Meeting of the Equity Shareholders of M/s. KANDAGIRI
SPINNING MILLS LIMITED held on 12-08-2017 at 11.30 A.M

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, Mill Premises, Udayapatti P.O., Salem - 636140 for the purpose of poll taken on the below mentioned resolution(s), at the 41st Annual General Meeting of the Equity Shareholders of M/s. KANDAGIRI SPINNING MILLS LIMITED, held on 12-08-2017 at 11.30 A.M. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) 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. There is only one poll paper which is a valid one.



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
1	90000	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
0	0

(b) Resolution 2 – Non-Executive Director, Sri. M. Rajamani (DIN: 00001930) retires by rotation and expressed his willingness of not to get re-appointed.
- NO VOTING OPTION WAS GIVEN FOR THIS BUSINESS ITEM

(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
N.A.	N.A.	N.A.

(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
N.A.	N.A.	N.A.

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



(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
1	90000	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
0	0

SPECIAL BUSINESS:-

(d) Resolution 4 – Appointment of Dr. V. Sekar as Non-Executive Independent Director of the Company

(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
1	90000	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
0	0



(e) Resolution 5 – Appointment of Dr. R. Ramarathnam as Non-Executive Independent Director of the Company

(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
1	90000	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
0	0

(f) Resolution 6 – Appointment of Sri. D. Balasundaram as Non-Executive Independent Director of the Company

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

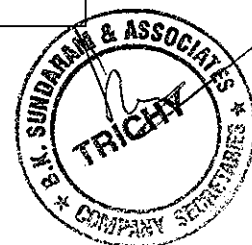
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	90000	100

(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
0	0



(g) Resolution 7 – Acceptance of Fixed Deposits from the Members of the Company

(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
1	90000	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
0	0

(h) Resolution 8 – Appointment of Sri. S. Sivakumar as Non-Executive Director of the Company

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

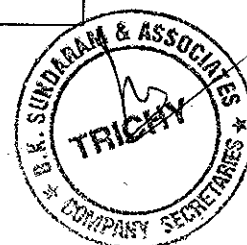
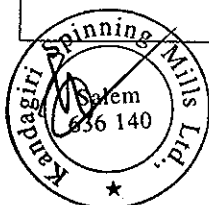
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	90000	100

(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
0	0



(i) Resolution 9 – Ratification of remuneration payable to Cost Auditor

(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
1	90000	100

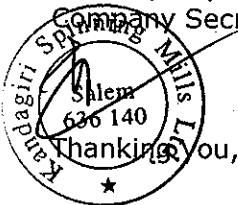
(ii) Voted **against** the resolution:

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
0	0

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.



Place : Salem
Date : 12-08-2017



Yours faithfully,

For B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES

[Signature]
B. KALYANASUNDARAM
PRACTISING COMPANY SECRETARY
CP: 2209.

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

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

OFFICE:

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

REPORT OF SCRUTINIZER

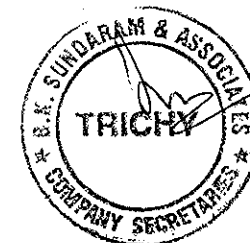
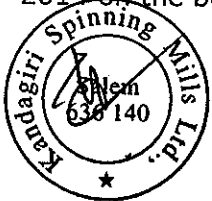
[pursuant to Sections 108 & 109 of the Companies Act, 2013 and Rules 20(3)(xi) and 21(1)(l) of the Companies (Management and Administration) Rules,2014]

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), 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, Mill Premises, Udayapatti P.O., Salem - 636140 for the purpose of scrutinizing 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:-

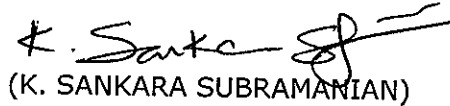


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1. The e-voting period remained open from 8th August, 2017 (9.15 am) to 11th August, 2017 (05.00 pm) through e-voting services provided by CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL).
2. The votes cast through ballot paper at the venue of the Annual General Meeting (AGM) held on 12th August, 2017 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 which 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 12th August, 2017 after the conclusion of the AGM in the presence of two witnesses viz Mr. B. V. Venkateswaran 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.

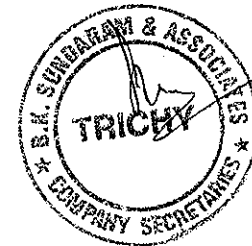


(B. V. VENKATESWARAN)



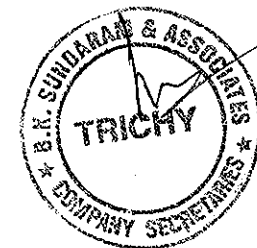
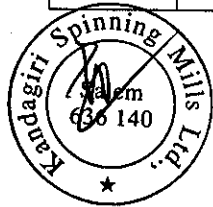
(K. SANKARA SUBRAMANIAN)

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.

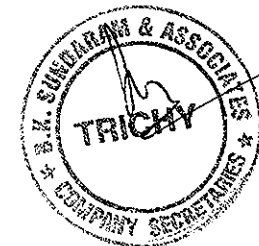
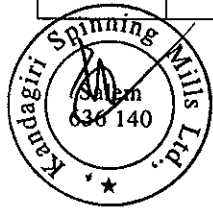


5. Based on the counting of valid votes cast thro' e-voting and valid votes cast thro' polling papers at the AGM venue, I furnish hereunder the consolidated result :-

Sl.No.	Particulars of the Business	Voted for			Voted against		
			No. of Members	No. of votes	Vote %	No. of Members	No. of Votes
	ORDINARY BUSINESS						
1	Agenda item No.1:- Adoption of Financial Statements	Poll	1	90000		0	0
		E-voting	48	2117355		0	0
		Total	49	2207355	100	0	0
2	Agenda item No.2:- Non-Executive Director, Sri. M. Rajamani (DIN: 00001930) retires by rotation and expressed his willingness of not to get re-appointed.	NOT APPLICABLE					
3	Agenda item No.3:- Appointment of Statutory Auditors	Poll	1	90000		0	0
		E-voting	48	2117355		0	0
		Total	49	2207355	100	0	0



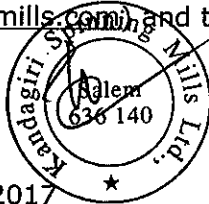
Sl.No.	Particulars of the Business	Voted for			Voted against		
			No. of Members	No. of votes	Vote %	No. of Members	No. of Votes
	SPECIAL BUSINESS						
4	Agenda item No.4:- Appointment of Dr. V. Sekar as Non-Executive Independent Director of the Company	Poll	1	90000		0	0
		E-voting	47	2117155		1	200
		Total	48	2207155	99.99	1	200
5	Agenda item No.5:- Appointment of Dr. R. Ramarathnam as Non-Executive Independent Director of the Company	Poll	1	90000		0	0
		E-voting	47	2117155		1	200
		Total	48	2207155	99.99	1	200
6	Agenda item No.6:- Appointment of Mr. D. Balasundaram as Non-Executive Independent Director of the Company	Poll	1	90000		0	0
		E-voting	47	2117155		1	200
		Total	48	2207155	99.99	1	200




7	Agenda item No.7:- Acceptance of Fixed Deposits from Members of the Company	Poll	1	90000		0	0	0
		E-voting	47	2117155		1	200	0
		Total	48	2207155	99.99	1	200	0.01
8	Agenda item No.8:- Appointment of Sri. S. Sivakumar as Non-Executive Director of the Company	Poll	1	90000		0	0	0
		E-voting	47	2117155		1	200	0
		Total	48	2207155	99.99	1	200	0.01
9	Agenda item No.9:- Ratification of remuneration payable to Cost Auditor	Poll	1	90000		0	0	0
		E-voting	47	2117155		1	200	0
		Total	48	2207155	99.99	1	200	0.01

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 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 : Salem
DATE : 12-08-2017



For B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES


B. KALYANASUNDARAM
PRACTISING COMPANY SECRETARY
CP: 2209