



Kandagiri Spinning Mills Ltd.

Ref: KSML/CS/ 041/2018-19

13th August, 2018

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

Dear Sir,

Sub: Summary of 42nd AGM proceedings along with Scrutinizers report on 42nd 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 42nd Annual General Meeting – Evoting/Poll results in prescribed XBRL format to the exchange, we hereunder furnish the following:

Summary of the Proceedings of the 42nd Annual General Meeting of the Company

42nd Annual General Meeting of the Company was held on Saturday, the 11th August, 2018 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 42nd 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 non-remittance of professional tax dues and with the consent of the members present, Auditors' Report was taken as read.



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.

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 2017-18 and the prospects for the current financial year 2018-19.

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 42nd AGM of the Company dated 27.05.2018. 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 DR. A. SARAYU, NON-EXECUTIVE DIRECTOR RETIRING BY ROTATION	ORDINARY
3.	APPOINTMENT OF STATUTORY AUDITORS	ORDINARY
SPECIAL BUSINESS		
4.	REAPPOINTMENT OF SRI R. SELVARAJAN AS MANAGING DIRECTOR OF THE COMPANY	SPECIAL
5.	ACCEPTANCE OF FIXED DEPOSITS FROM MEMBERS	ORDINARY
6.	RATIFICATION OF REMUNERATION PAYABLE TO 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.

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



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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.

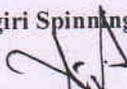
The following are enclosed herewith:

1. Declaration of 42nd 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



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Kandagiri Spinning Mills Ltd.

13.08.2018

**DECLARATION OF RESULTS BY THE CHAIRMAN FOR THE RESOLUTIONS
CONTAINED IN THE NOTICE OF THE 42nd 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.	RE-APPOINTMENT OF DR. A. SARAYU, DIRECTOR RETIRING BY ROTATION	Ordinary Resolution	Resolution passed with requisite Majority as an Ordinary Resolution
3.	APPOINTMENT OF STATUTORY AUDITORS	Ordinary Resolution	Resolution passed with requisite Majority as an Ordinary Resolution
4.	RE-APPOINTMENT OF SRI R. SELVARAJAN, MANAGING DIRECTOR	Special Resolution	Resolution passed with requisite Majority as a Special Resolution
5.	ACCEPTANCE OF FIXED DEPOSITS FROM MEMBERS OF THE COMPANY	Ordinary Resolution	Resolution passed with requisite Majority as an Ordinary Resolution
6.	RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR	Ordinary Resolution	Resolution passed with requisite Majority as an Ordinary Resolution

For Kandagiri Spinning Mills Limited


(S. Devarajan)
Chairman

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Fax: 0427-2244422 Grams: SUPERSPIN E-mail: sales@kandagirimills.com Web: www.kandagirimills.com
(AGENDA WISE VOTING RESULTS ATTACHED AT NEXT PAGE)

CIN : L17111TZ1976PLC000762



**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 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: 42nd Annual General Meeting of the Equity Shareholders of M/s. KANDAGIRI
SPINNING MILLS LIMITED held on 11-08-2018 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 42nd Annual General Meeting of the Equity
Shareholders of M/s. KANDAGIRI SPINNING MILLS LIMITED, held on 11-08-2018 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. One poll paper being invalid was kept separately.



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
2	90,050	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
1	50

(b) Resolution 2 – To re-appoint Dr. A. Sarayu (DIN: 06953362), Non-Executive Director, who retires by rotation

(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
2	90,050	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
1	50



(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
2	90,050	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
1	50

SPECIAL BUSINESS:-

(d) Resolution 4 – Re-appointment of Sri. R. Selvarajan as Managing 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
2	90,050	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
1	50



(e) Resolution 5 – Acceptance of Fixed Deposits from 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
2	90,050	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
1	50

(f) Resolution 6 – Ratification of remuneration payable to the 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
2	90,050	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
1	50



5. There were 2 (Two) valid ballot papers showing votes cast in favour of all the resolutions. There was no ballot paper from any shareholder voting against the resolutions. There was 1 (One) invalid ballot paper.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place : Trichy
Date : 11-08-2018



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

A handwritten signature in black ink, appearing to read "B. Kalyanasundaram".

B. KALYANASUNDARAM
PRACTISING COMPANY SECRETARY
CP: 2209.



A handwritten signature in black ink, appearing to be a stylized name.

**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**

BY COURIER / POST / FAX / E-MAIL	
No. 1837	Date. 13/8/18
CFO/CS	M.A. F.M.
I/A	PA. S.M.(Proj.)
A.M.	S.K. S.M.(RDF)
A/Cs	EDP. EE.
Dept. Reply:	

REPORT OF SCRUTINIZER

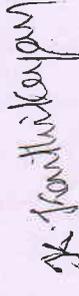
[pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules,2014]

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

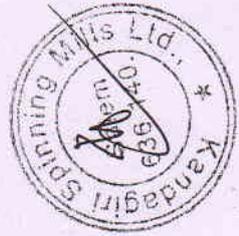
I, B.KALYANASUNDARAM, PRACTISING COMPANY SECRETARY, (CP. NO.2209 & M.NO.A672), Prop of M/S B.K.SUNDARAM & ASSOCIATES, COMPANY SECRETARIES have been appointed as a scrutinizer by M/s. KANDAGIRI SPINNING MILLS LIMITED, (CIN: L17111TZ1976PLC000762) having its registered office at P.B.No.3, Mill Premises, 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:-



1. The e-voting period remained open from 7th August, 2018 (9.15 am) to 10th August, 2018 (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 11th August, 2018 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 11th August, 2018 after the conclusion of the AGM 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.
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.


(K. KARTHIKEYAN)


(K. SANKARA SUBRAMANIAN)



5. Based on the counting of valid votes cast thro' e-voting and valid votes cast through 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 %	
1.	ORDINARY BUSINESS <u>Agenda item No.1:-</u> Adoption of Financial Statements	Poll	2	90,050		0	0	
		E-voting	48	25,04,671		2	75	
		Total	50	25,94,721	99.99	2	75	0.01
2.	<u>Agenda item No.2:-</u> To re-appoint Dr. A. Sarayu (DIN: 06953362), Non-Executive Director, who retires by rotation.	Poll	2	90,050		0	0	
		E-voting	46	25,03,571		4	1,175	
		Total	48	25,93,621	99.95	4	1,175	0.05
3.	<u>Agenda item No.3:-</u> Appointment of Statutory Auditors	Poll	2	90,050		0	0	
		E-voting	47	25,03,671		3	1,075	
		Total	49	25,93,721	99.95	3	1,075	0.05



Sl.No.	Particulars of the Business	Voted for				Voted against		
		No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %	
4	SPECIAL BUSINESS Agenda item No.4:- Re-appointment of Sri. R. Selvarajan as Managing Director	Poll	2	90,050		0		
		E-voting	46	25,03,571		4	1,175	
		Total	48	25,93,621	99.95	4	1,175	0.05
5	Agenda item No.5:- Acceptance of Fixed Deposits from the Members of the Company	Poll	2	90,050		0		
		E-voting	46	25,03,571		4	1,175	
		Total	48	25,93,621	99.95	4	1,175	0.05
6	Agenda item No.6:- Ratification of remuneration payable to Cost Auditor	Poll	2	90,050		0		
		E-voting	47	25,03,671		3	1,075	
		Total	49	25,93,721	99.95	3	1,075	0.05



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.kandagirmills.com) and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping.

Place : Trichy
Date : 11-08-2018



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

A handwritten signature in black ink, appearing to be "B. Kalyanasundaram".

B. KALYANASUNDARAM
PRACTISING COMPANY SECRETARY
CP: 2209.

