



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



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

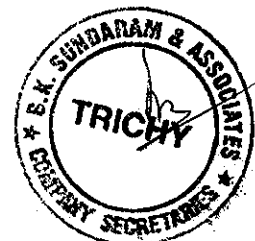
To
The Chairman
M/s. KANDAGIRI SPINNING MILLS LIMITED
P.B.No.3, Mill Premises, Udayapatti P.O.
Salem - 636140

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:

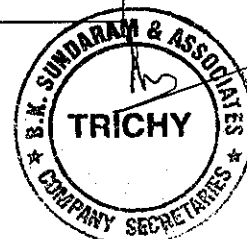
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	90,050	100%

(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:

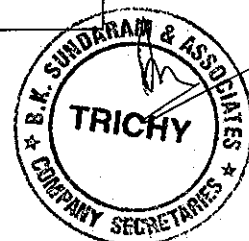
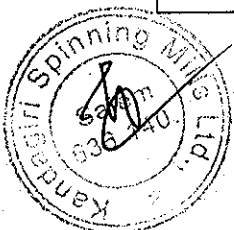
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	90,050	100%

(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:

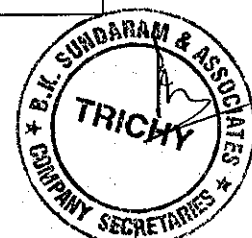
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	90,050	100%

(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

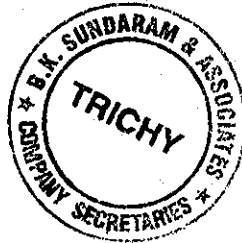


5. There were 2 (Two) valid ballot papers showing votes cast in favour of all the resolutions. There was no ballot paper from any shareholder voting against the resolutions. There was 1 (One) invalid ballot paper.
6. The poll papers and all other relevant records were sealed and handed over to the Company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

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	E.D.P.	E.E.
Dept. Reply:		

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

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

OFFICE:

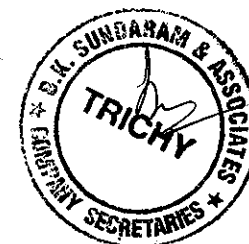
**29 & 30,PANDAMANGALAM
AGRAHARAM,
WORIUR,TRICHY-620003.
PHONE:- 0431- 2761590.
Email:- bksundaram@gmail.com**

REPORT OF SCRUTINIZER

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

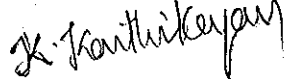
To
The Chairman
M/s. KANDAGIRI SPINNING MILLS LIMITED
P.B.No.3, Mill Premises, Udayapatti P.O.
Salem - 636140

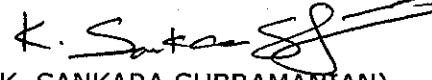
I, B.KALYANASUNDARAM, PRACTISING COMPANY SECRETARY, (CP. NO.2209 & M.NO.A672), Prop of M/S B.K.SUNDARAM & ASSOCIATES, COMPANY SECRETARIES have been appointed as a scrutinizer by M/s. KANDAGIRI SPINNING MILLS LIMITED, (CIN: L17111TZ1976PLC000762) having its registered office at P.B.No.3, Mill Premises,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



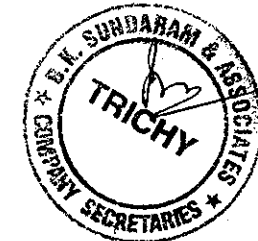
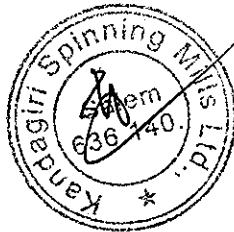
....2

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.


(K. KARTHIKEYAN)

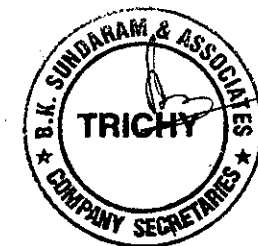
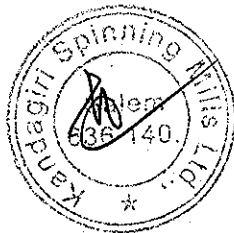

(K. SANKARA SUBRAMANIAN)

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.

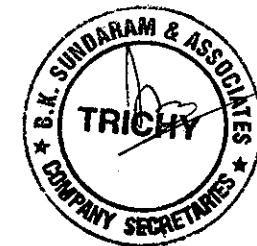


5. Based on the counting of valid votes cast thro' e-voting and valid votes cast through polling papers at the AGM venue, I furnish hereunder the consolidated result:

Sl.No.	Particulars of the Business	Voted for				Voted against		
			No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %
	ORDINARY BUSINESS							
1.	Agenda item No.1:- 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.	Agenda item No.2:- 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.	Agenda item No.3:- 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

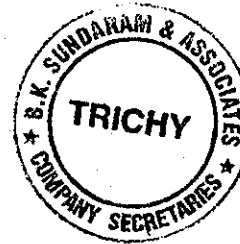
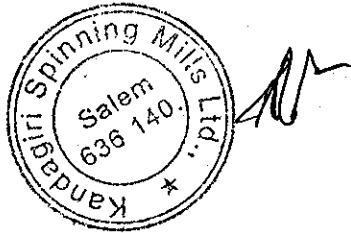


Sl.No.	Particulars of the Business	Voted for			Voted against			
			No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %
	SPECIAL BUSINESS							
4	Agenda item No.4:- Re-appointment of Sri. R. Selvarajan as Managing Director	Poll	2	90,050		0	0	
		E-voting	46	25,03,571		4	1,175	
		Total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




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 : Trichy
Date : 11-08-2018



For B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES


B. KALYANASUNDARAM
PRACTISING COMPANY SECRETARY
CP: 2209.

Meeting Date	Meeting Type	Resolution Type	Resolution
11-Aug-18	AGM	Ordinary	ADOPTION OF FINANCIAL STATEMENTS
11-Aug-18	AGM	Ordinary	REAPPOINTMENT OF DR. A. SARAYU NON-EXECUTIVE DIRECTOR RETIRING BY ROTATION
11-Aug-18	AGM	Ordinary	APPOINTMENT OF STATUTORY AUDITORS
11-Aug-18	AGM	Special	REAPPOINTMENT OF SRI R. SELVARAJAN AS MANAGING DIRECTOR
11-Aug-18	AGM	Ordinary	ACCEPTANCE OF FIXED DEPOSITS FROM THE MEMBERS OF THE COMPANY
11-Aug-18	AGM	Ordinary	RATIFICATION OF REMUNERATION PAYABLE TO THE COST AUDITOR

Date of AGM	11 Aug 2018
Total Number of Shareholders on record date-	2,793
No. of shareholders present in the meeting either in person or through proxy	119
Promoter and Promoter Group:	10
Public:	109
No. of shareholders attended the meeting through video conferencing:	0
Promoter & Promoter group:	0
Public:	0

Resolution-					ADOPTION OF FINANCIAL STATEMENTS			
Resolution Required:(Ordinary /Special)-					Ordinary			
Whether promoter/promoter are interested in the agenda/resolution?-					No			
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No of Votes-in Favour	No of Votes-Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter group	E-voting	2,497,909	2,494,139	99.849	2,494,139	0	100	0
	Poll	2,497,909	0	0	0	0	0	0
	Postal ballot(If applicable)	2,497,909	0	0	0	0	0	0
	Total	2,497,909	2,494,139	99.849	2,494,139	0	100	0
Public institution	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal ballot(If applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public non institution	E-voting	1,351,341	10,607	0.785	10,532	75	99.293	0.707
	Poll	1,351,341	90,050	6.664	90,050	0	100	0
	Postal ballot(If applicable)	1,351,341	0	0	0	0	0	0
	Total	1,351,341	100,657	7.449	100,582	75	99.925	0.075
Total		3,849,250	2,594,796	67.41	2,594,721	75	99.997	0.003

Resolution-					REAPPOINTMENT OF DR. A. SARAYU NON-EXECUTIVE DIRECTOR RETIRING BY ROTATION			
Resolution Required:(Ordinary /Special)-					Ordinary			
Whether promoter/promoter are interested in the agenda/resolution?-					Yes			
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No of Votes-in Favour	No of Votes-Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter & promoter group	E-voting	2,497,909	2,494,139	99.849	2,494,139	0	100	0
	Poll	2,497,909	0	0	0	0	0	0
	Postal ballot(if applicable)	2,497,909	0	0	0	0	0	0
	Total	2,497,909	2,494,139	99.849	2,494,139	0	100	0
Public institution	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal ballot(if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public non institution	E-voting	1,351,341	10,607	0.785	9,432	1,175	88.922	11.078
	Poll	1,351,341	90,050	6.664	90,050	0	100	0
	Postal ballot(if applicable)	1,351,341	0	0	0	0	0	0
	Total	1,351,341	100,657	7.449	99,482	1,175	98.833	1.167
Total		3,849,250	2,594,796	67.41	2,593,621	1,175	99.955	0.045

Resolution-					APPOINTMENT OF STATUTORY AUDITORS			
Resolution Required:(Ordinary /Special)-					Ordinary			
Whether promoter/promoter are interested in the agenda/resolution?-					No			
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No of Votes-in Favour	No of Votes-Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter & promoter group	E-voting	2,497,909	2,494,139	99.849	2,494,139	0	100	0
	Poll	2,497,909	0	0	0	0	0	0
	Postal ballot(if applicable)	2,497,909	0	0	0	0	0	0
	Total	2,497,909	2,494,139	99.849	2,494,139	0	100	0
Public institution	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal ballot(if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public non institution	E-voting	1,351,341	10,607	0.785	9,532	1,075	89.865	10.135
	Poll	1,351,341	90,050	6.664	90,050	0	100	0
	Postal ballot(if applicable)	1,351,341	0	0	0	0	0	0
	Total	1,351,341	100,657	7.449	99,582	1,075	98.932	1.068
Total		3,849,250	2,594,796	67.41	2,593,721	1,075	99.959	0.041

Resolution-					REAPPOINTMENT OF SRI R. SELVARAJAN AS MANAGING DIRECTOR			
Resolution Required:(Ordinary /Special)-					Special			
Whether promoter/promoter are interested in the agenda/resolution?-					Yes			
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No of Votes-in Favour	No of Votes-Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter & promoter group	E-voting	2,497,909	2,494,139	99.849	2,494,139	0	100	0
	Poll	2,497,909	0	0	0	0	0	0
	Postal ballot(if applicable)	2,497,909	0	0	0	0	0	0
	Total	2,497,909	2,494,139	99.849	2,494,139	0	100	0
Public institution	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal ballot(if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public non institution	E-voting	1,351,341	10,607	0.785	9,432	1,175	88.922	11.078
	Poll	1,351,341	90,050	6.664	90,050	0	100	0
	Postal ballot(if applicable)	1,351,341	0	0	0	0	0	0
	Total	1,351,341	100,657	7.449	99,482	1,175	98.833	1.167
Total		3,849,250	2,594,796	67.41	2,593,621	1,175	99.955	0.045

Resolution-					ACCEPTANCE OF FIXED DEPOSITS FROM THE MEMBERS OF THE COMPANY			
Resolution Required:(Ordinary /Special)-					Ordinary			
Whether promoter/promoter are interested in the agenda/resolution?-					No			
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No of Votes-in Favour	No of Votes-Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter & promoter group	E-voting	2,497,909	2,494,139	99.849	2,494,139	0	100	0
	Poll	2,497,909	0	0	0	0	0	0
	Postal ballot(if applicable)	2,497,909	0	0	0	0	0	0
	Total	2,497,909	2,494,139	99.849	2,494,139	0	100	0
Public institution	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal ballot(if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public non institution	E-voting	1,351,341	10,607	0.785	9,432	1,175	88.922	11.078
	Poll	1,351,341	90,050	6.664	90,050	0	100	0
	Postal ballot(if applicable)	1,351,341	0	0	0	0	0	0
	Total	1,351,341	100,657	7.449	99,482	1,175	98.833	1.167
Total		3,849,250	2,594,796	67.41	2,593,621	1,175	99.955	0.045

Resolution-					RATIFICATION OF REMUNERATION PAYABLE TO THE COST AUDITOR			
Resolution Required:(Ordinary /Special)-					Ordinary			
Whether promoter/promoter are interested in the agenda/resolution?-					No			
Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No of Votes-in Favour	No of Votes-Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter group	E-voting	2,497,909	2,494,139	99.849	2,494,139	0	100	0
	Poll	2,497,909	0	0	0	0	0	0
	Postal ballot(if applicable)	2,497,909	0	0	0	0	0	0
	Total	2,497,909	2,494,139	99.849	2,494,139	0	100	0
Public institution	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal ballot(if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public non institution	E-voting	1,351,341	10,607	0.785	9,532	1,075	89.865	10.135
	Poll	1,351,341	90,050	6.664	90,050	0	100	0
	Postal ballot(if applicable)	1,351,341	0	0	0	0	0	0
	Total	1,351,341	100,657	7.449	99,582	1,075	98.932	1.068
Total		3,849,250	2,594,796	67.41	2,593,721	1,075	99.959	0.041