KANDAGIRI SPINNING MILLS LIMITED
SALEM

PROCEEDINGS OF THE 34TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY THE 12TH AUGUST 2010 AT 11.30 A.M AT THE MILL PREMISES OF SAMBANDAM SPINNING MILLS LIMITED IN KAMARAJ NAGAR COLONY, SALEM 636 014.

IN ATTENDANCE

CHAIRMAN AND MANAGING DIRECTOR	:	Sri R. Selvarajan
JOINT MANAGING DIRECTOR	:	Sri S. Vijay Shankar
DIRECTORS	:	Sri S. Devarajan
	:	Sri M.Rajamani
	:	Sri V. Mahadevan
	:	Sri P.S. Ananthanarayanan
	:	Sri V.Gopalan
AUDITORS	:	Sri M.K.Rajan
	:	Sri R.Krishnen
MEMBERS IN PERSON	:	**253**
MEMBERS BY PROXY	:	**90**

Sri R. Selvarajan, Chairman and Managing Director occupied the chair and invited the members and the proxies present at the Meeting.

After ascertaining the quorum present, the Chairman announced the commencement of the proceedings of the 34th Annual General Meeting of the Company, calling the meeting to order.

With the permission of the members present, notice of this Annual General Meeting was taken as read.

Sri R.Krishnen, partner, M.S.Krishnaswami & Rajan, statutory auditors read the Auditors' Report to the members.

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The Chairman delivered his speech on the performance of the Company during the year 2009-10 and the prospects for the current financial year. He then invited queries from members on the audited accounts of the Company. The queries raised by members were answered to their satisfaction. Mr.K.S.Balasubramaniam, a member from Coimbatore and Mr.Sivasankaran, a member from Gugai, Salem Complimented the management for bringing the Company to Profit table within a year, overcoming the challenges faced by the Company in the previous year. Many other members also expressed their views on the same lines and hoped the Company would soon return to the Dividend table.

Then the Resolution for adoption of accounts was taken up.

ORDINARY BUSINESS

1 ADOPTION OF ACCOUNTS

Sri S.Karthikeyan, a member proposed the following resolution for adoption of accounts for the year ended March 31, 2010, as an Ordinary Resolution:

> "Resolved that the audited Balance Sheet of the Company as at March 31, 2010, Profit and Loss account and the Cash Flow Statement for the year ended on that date and the report of the directors and the Auditors thereon be received, considered and adopted."

It was seconded by Sri Sivasankaran, a member. On being put to vote, the Resolution was carried unanimously.

The Chairman declared that the Resolution was duly passed.

2 REAPPOINTMENT OF RETIRING DIRECTOR – SRI V. MAHADEVAN

Sri P.Shanmugasundaram, a member proposed the following Resolution as an Ordinary Resolution:

> "Resolved that SRI V.MAHADEVAN, Director who retires by rotation at this meeting, being eligible for reappointment, be and is hereby reelected as a Director of the Company."

It was seconded by Sri B.V Venkateswaran, a member. On being put to vote, the Resolution was carried unanimously.

The Chairman declared that the Resolution was duly passed.

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3 REAPPOINTMENT OF RETIRING DIRECTOR – SRI N. ASOKA

Sri E.D.Ravichandran, a member proposed the following Resolution as an Ordinary Resolution:

> "Resolved that SRI N. ASOKA, Director who retires by rotation at this meeting, being eligible for reappointment, be and is hereby reelected as a Director of the Company."

It was seconded by Sri S.Rajkumar, a member. On being put to vote, the Resolution was carried unanimously.

The Chairman declared that the Resolution was duly passed.

4 APPOINTMENT OF AUDITORS

Sri D.Manjula, a member proposed the following resolution as an Ordinary Resolution :

> "RESOLVED that, pursuant to Section 224 of the Companies Act, 1956, M/s. M.S.Krishnaswami & Rajan, Chartered Accountants be and are hereby re-appointed Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration and terms as may be determined by the Board of Directors of the Company."

It was seconded by Sri Balasubramanian, a member. On being put to vote, the Resolution was carried unanimously.

The Chairman declared that the Resolution was duly passed.

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

R. Selvarajan
Chairman

PLACE: SALEM
DATE : 12-08-2010

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Salem
636 140