

KANDAGIRI SPINNING MILLS LIMITED



**41st Annual Report
2016 - 2017**



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ISO 9001 REGISTERED



DNV-GL

ISO 14001 REGISTERED



DNV-GL



Board of Directors [As on 06.05.2017]	R. Selvarajan	- Chairman and Managing Director
	S. Vijay Shankar	- Non Executive Director
	S. Devarajan	- Non Executive Director
	M. Rajamani	- Non Executive Director
	Dr. A. Sarayu	- Non Executive Director
	Dr. V. Gopalan	- Non Executive Independent Director
	N. Asoka	- Non Executive Independent Director
	S. Gnanasekharan	- Non Executive Independent Director
	Kameshwar M Bhat	- Non Executive Independent Director
	Dr. V. Sekar	- Additional Director (Non Executive, Independent)
	Dr. R. Ramarathnam	- Additional Director (Non Executive, Independent)
	D. Balasundaram	- Additional Director (Non Executive, Independent)
Chief Financial Officer S. Vijay Shankar		
Company Secretary	J. Asifa	
Statutory Auditors	M.S. Krishnaswami & Rajan	
Secretarial Auditors	B.K. Sundaram & Associates	
Cost Auditors	S. Mahadevan & Co	
Bankers	State Bank of India	- Consortium Lead Bank
	Karnataka Bank Limited	- Consortium Member
	Axis Bank Limited	- Consortium Member
Registered Office	Post Box No. 3, Mill Premises, Udayapatti P.O., Salem 636 140, Tamil Nadu.	
Corporate Identity No. (CIN)	:	L17111TZ1976PLC000762
Spinning Plants	Unit I	: Udayapatti P.O., Salem 636 140, Tamil Nadu.
	Unit II	: Seshanchavadi P.O., Salem 636 111, Tamil Nadu.
	Unit III	: M. Perumapalayam, Cross Road, Mettupatty P.O., Salem 636 111, Tamil Nadu.
Wind Energy Converter	Gudimangalam Village, Udumalpet Taluk, Coimbatore District, Tamil Nadu.	



KANDAGIRI SPINNING MILLS LIMITED

Post Box No.3, Udayapatti, Salem 636 140.

Ph. 0427-2244400; Fax-0427-2244422, CIN : L17111TZ1976PLC000762

E mail: sales@kandagirimills.com; ksmcs@kandagirimills.com,

Website : www.kandagirimills.com

NOTICE TO THE SHAREHOLDERS

Notice is hereby given pursuant to section 96 and other applicable provisions of the Companies Act, 2013 that the Forty First Annual General Meeting of the Company will be held at the Mill Premises of Sambandam Spinning Mills Limited at Kamaraj Nagar Colony, Salem 636 014 **on Saturday, the 12th August, 2017 at 11.30 a.m.** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt
 - a. The Audited Financial Statements of the Company for the year ended March 31, 2017 together with the notes annexed thereto and the reports of the Board of Directors and the Auditors thereon.
 - b. The Audited Consolidated Financial Statements of the Company for the year ended March 31, 2017 together with the notes annexed thereto and the report of the Auditors thereon.
2. Non-Executive Director Sri. M. Rajamani (holding DIN 00001930) retires by rotation this year and expressed his willingness of not to get re-appointed.

[Note : Since Non-Executive Director Sri M. Rajamani has expressed his unwillingness to stand for election at this Annual General Meeting, resolution and voting option for this business item is not applicable.]

3. Appointment of Statutory Auditors

To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139(2) and other applicable provisions, if any, of the Companies Act 2013 and the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. R. Sundararajan and Associates, Chartered Accountants (Firm registration No.008282S) be and are hereby appointed as Auditors of the Company for the financial year 2017-18 who shall hold office from the conclusion of this (41st) Annual General Meeting until the conclusion of the next (42nd) Annual General Meeting on a remuneration of Rs.3,70,000/- (Rupees Three Lakhs and Seventy thousand only) excluding the out of pocket expenses that may be incurred by them in connection with the audit and excluding the applicable service tax.”

SPECIAL BUSINESS

4. Appointment of Dr. V. Sekar as Non-Executive Independent Director of the Company

To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. V. Sekar (holding DIN 03128187), who was appointed as Additional Director (Non-Executive, Independent) of the Company by the Board of Directors with effect from 25th March, 2017 and shall hold office up to this (41st) Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office upto the conclusion of the 45th Annual General Meeting of the Company with effect from 25th March, 2017.”



5. Appointment of Dr. R. Ramarathnam as Non-Executive Independent Director of the Company

To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. R. Ramarathnam (holding DIN 02175098), who was appointed as Additional Director (Non-Executive, Independent) of the Company by the Board of Directors with effect from 6th May, 2017 and shall hold office up to this (41st) Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office upto the conclusion of the 45th Annual General Meeting of the Company with effect from 6th May, 2017.”

6. Appointment of Sri. D. Balasundaram as Non-Executive Independent Director of the Company

To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sri D. Balasundaram (holding DIN 07800844), who was appointed as Additional Director (Non-Executive, Independent) of the Company by the Board of Directors with effect from 6th May, 2017 and shall hold office up to this (41st) Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office upto the conclusion of the 45th Annual General Meeting of the Company with effect from 6th May, 2017.”

7. Acceptance of Fixed deposits from Members of the Company

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to accept deposits from the members of the Company in accordance with the provisions of Section 73(2) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) duly observing the procedure for accepting deposits from the members of the Company and within the limits prescribed there under.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. Appointment of Sri S. Sivakumar as Non-Executive Director of the Company

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the Act) and the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Sri S. Sivakumar (holding DIN 00002099) and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director be and is hereby appointed as Non-executive director of the Company.”



9. Ratification of remuneration payable to the Cost Auditor

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT the remuneration of Rs.1,00,000/- (Rupees One lakh only) payable for audit of cost accounts of the Company for the financial year ending 31st March, 2018 to CMA K.M. Krishnamurthy, (Membership No.10026, Firm Registration No: 102198) Cost Accountant as recommended by the Audit Committee and approved by the Board of Directors of the Company pursuant to section 148 of the Companies Act 2013 read with rule 14 and other applicable rules of the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) excluding the out of pocket expenses that may be incurred by him in connection with the audit and excluding the applicable service tax be and is hereby ratified.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors
For **Kandagiri Spinning Mills Limited**

Place : Salem
Date : May 06, 2017

J. Asifa
Company Secretary

NOTES :

1. A Member entitled to attend and vote is entitled to appoint proxy/proxies to attend and vote instead of himself/ herself and the proxy need not be a Member. Please read the instructions printed overleaf the Proxy Form attached to this notice before using the Form. The right of remote e-voting shall not be exercised by a Proxy.
2. The explanatory statement of material facts pursuant to Section 102 of the Companies Act, 2013 in respect of business set out under Items No. 3 to 9 of the Notice is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from **6th August, 2017 to 12th August, 2017** (both days inclusive).
4. Members holding shares in physical form are requested to contact M/s Cameo Corporate Services Limited, Registrars and Share Transfer Agents of the Company, at 'Subramaniam Building', No. 1 Club House Road, Chennai – 600 002 for recording any change of address, bank mandate, or nominations and for redress of grievance or contact the Company Secretary at the Registered Office of the Company.

In case of shareholders holding shares in demat form, all such intimations are to be sent to their respective Depository Participants (DP). Members can also submit their grievances direct to the Company at the following email ID: sales@kandagirimills.com; ksmcs@kandagirimills.com

5. As per the provisions of the Companies Act, facility for making nominations is available to individuals holding shares in the Company. The prescribed nomination form can be obtained from the RTA / Depository Participants.

6. Transfer of Unclaimed/Unpaid dividends along with underlying shares to IEPF

As per the provisions of Section 205A and 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. In accordance with the referred provision, Company has transferred to IEPF all unclaimed / unpaid dividends declared up to the financial year 2007-08.



Pursuant to Section 124 & 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 which came into effect from 07.09.2016, the declared dividends which remained unpaid or unclaimed for a period of seven years, along with the underlying shares has to be transferred by the company to the Investor Education and Protection Fund (IEPF) established by the Central Government.

During the year 2016-17, transfer of Unpaid/Unclaimed dividend (along with shares) of the year 2009-10 was not applicable since the dividend was not declared for the year 2009-10. However, shareholders are requested to take note that as per IEPF rules, the Company is required to transfer the dividend along with underlying shares in respect of which dividend was not claimed /paid for the year 2010-11 to IEPF authority on 05.03.2018. Shareholders who have not claimed their dividend for the year 2010-11 can write to our Company or RTA M/s Cameo Corporate Services Limited, at 'Subramanian Building', No.1, Club House Road, Chennai – 600 002 who are the Registrars and Share Transfer Agents (RTA) of the Company for further details and for claiming unclaimed/unpaid dividend. In case no valid claim is received, unpaid /unclaimed dividend amounts along with underlying shares will be transferred to IEPF authority on the due date in accordance with the terms of rule 6(3) of the IEPF rules.

Pursuant to the provisions of rule 8 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 6th August, 2016 (date of last AGM) on the website of the Company (www.kandagirimills.com) and the relevant form is filed with Ministry of Corporate Affairs. Shareholders can ascertain the status of their unclaimed amounts from these websites.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market for registering transfers, transpositions, transmissions etc. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA, Cameo Corporate Services Limited, at 'Subramanian Building', No.1, Club House Road, Chennai – 600 002.
9. Additional information pursuant to regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment/re-appointment at the AGM are furnished and forms part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment(s).
10. Members are requested to inform the Company their e-mail ID to facilitate quick response from the Company. Ministry of Corporate Affairs has recognised e-mail communication to share holders as effective and efficient means of communication from the Company and also member's communication to the Company. Members may register their e-mail id with the Company and also keep the Company informed of any changes in their e-mail ID.
11. Members who have not so far dematerialized their shares are advised to demat the shares held in Physical form which will ensure safety and security for their shares.
12. The Notice along with the Annual Report 2016-17 is being sent by electronic mode to those members whose email addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and Annual Report 2016-17 will also be available on the Company's website www.kandagirimills.com.



13 VOTING THROUGH ELECTRONIC MEANS [Remote E-voting]

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all Resolutions set forth in the Notice convening the 41st AGM. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for this purpose.

The voting period begins on **08.08.2017 at 9.15 a.m. and ends on 11.08.2017 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **5th August, 2017** (cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" "KANDAGIRI SPINNING MILLS LIMITED" from the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code (image verification) as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form or in Physical Form

For Members holding shares in Demat Form or in Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company / RTA / DP are requested to use the first two letters of their name and the sequence number in the 'PAN field'. The S.L. No. printed on your address slip pasted on the Annual Report envelope added with sufficient 0s in between the first two letters of your name and the S.L. No. to fill the ten digit PAN field for this purpose, Example: If your name is Ramesh with S.L. No. 00003615 then enter RA00003615 in the 'PAN field'. If the name is V.K. Mohan with S.L. No. 00000005, enter VK00000005 in the 'PAN field'.
Date of Birth (DOB) #	Enter the Date of Birth (as recorded in your demat account or in the Company records for the said demat account or folio) in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

Please enter DOB or dividend bank details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.



- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) Click on the EVSN for the relevant **<Company Name>** "KANDAGIRI SPINNING MILLS LIMITED" on which you choose to vote.
- (x) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then, enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvi) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xvii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members acquiring shares after the dispatch of the notice:

Any person who acquires shares of the Company and becomes a member of the Company as on the cut-off date shall follow the above instructions to cast their vote through e-voting process.

14 VOTING AT THE VENUE OF THE AGM

In terms of Companies (Management and Administration) Amendment Rules, 2015 with respect to the voting through electronic means, the Company is pleased to offer the facility for voting by way of polling at the venue of the AGM. Members attending the meeting should note that those **who are entitled to vote but have not exercised their right to vote by 'Remote e- voting' may vote at the AGM through polling for all businesses specified in the Notice. Members who have exercised their right to vote by Remote e-voting may attend AGM but shall not vote at the AGM.**



- 15 The voting rights of the members shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the 'cut-off' date being **Saturday, 5th August, 2017**.
- 16 **SHRI B. KALYANASUNDARAM (MEMBERSHIP NO. 672) OF M/S B. K. SUNDARAM & ASSOCIATES, PRACTISING COMPANY SECRETARIES** has been appointed as the Scrutinizer to scrutinize the remote e-voting and AGM venue voting processes in a fair and transparent manner.
- 17 The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, will count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company.
- 18 The Scrutinizer not later than 48 hours of the conclusion of the AGM shall submit a consolidated report of the total votes cast through remote e-voting process and votes cast at the AGM to the Chairman or any person authorised by him who shall countersign the same and declare the results of the voting forthwith.
- 19 The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.kandagirimills.com and the website of the CDSL immediately after the declaration of result and shall also be immediately forwarded to the Stock Exchange where the Company's shares are listed.
- 20 All documents referred to in this notices will be available for inspection on all working days during business hours of the Company until the date of the Annual General Meeting of the Company.
- 21 Proxy and Attendance Slips are enclosed in Page No 107.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 - Appointment of Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 ("the Act") read with the relevant rules, an audit firm which had completed two terms of five consecutive years or more in a listed company shall be eligible for appointment of three more consecutive years as Statutory Auditors in the same company. After completion of the referred three years, new Audit Firm need to be appointed.

In accordance with the above compliance, in place of retiring Auditors M/s Krishnaswami & Rajan (Firm registration No.01554S) who has served the Company for over 10 years before the Act was notified and will be completing the above referred transitional period of three years at the ensuing (41st) AGM, Board on the recommendation of the Audit Committee proposes for the appointment of M/s R. Sundararajan & Associates, Chartered Accountants (Firm registration No.008282S) [who have confirmed their eligibility and willingness for appointment] as Statutory Auditors of the Company for the Financial Year 2017-18.

Board of directors recommends the resolution for members' approval. None of the directors/Key Managerial Personnel or their relatives is interested or concerned in the resolution.

Item No.4 To 6 – Appointment of Non-Executive Independent Directors

The Independent Directors proposed to be appointed as specified in the resolutions 4 to 6 (Dr. V. Sekar, Dr. R. Ramarathnam and Sri D. Balasundaram) were appointed as Additional Directors in the Board meetings as stated in the respective resolutions and they shall hold office upto this (41st) Annual General Meeting of the Company.

Nomination and Remuneration Committee at its meeting held on 05th May, 2017 had recommended appointment of these directors as Non-Executive Independent Directors, not liable to retire by rotation who shall hold office upto the conclusion of the 45th Annual General Meeting of the Company.

The Company has received notice from the members along with the requisite deposit amount under section 160 of the Companies Act, 2013 proposing the candidature of the aforesaid directors for the office of Independent director. The company has also received from the aforesaid directors, a declaration to the effect that they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013. Accordingly, Board places the resolution for the appointment of these directors (Dr. V. Sekar, Dr. R. Ramarathnam and Sri D. Balasundaram) as Non-Executive Independent directors before the members for their approval. Details of the directors as required under regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the annexure.