

# K.P.R. MILL LIMITED

Corporate Office : 1<sup>st</sup> Floor Srivari Shrimat, 1045, Avinashi Road, Coimbatore - 641018. India © : 0422-2207777 Fax : 0422-2207778

09.09.2022

The Listing Department  
BSE Limited  
1st Floor, Rotunda Buildings,  
Phiroze Jeejeebhoy Towers,  
Mumbai- 400 001.  
**SCRIP CODE: 532889**

The Listing Department,  
National Stock Exchange of India Ltd  
Exchange Plaza, Plot: C/1, G Block,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai - 400 051.  
**SYMBOL: KPRMILL**

Dear Sir,

**Subject:** Detailed Proceedings of the 19<sup>th</sup> Annual General Meeting

Further to our filing of the summary of proceedings under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the detailed proceedings of the 19<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 23<sup>rd</sup> August, 2022 at 02.30 P.M. Indian Standard Time (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") deemed to have been held at the Registered office of the Company, is filed herewith.

Please take the above on record

Thanking you,

Yours faithfully

**For K.P.R. Mill Limited**



**P. Kandaswamy**  
**Company Secretary**

**Encl:** Proceedings

**K.P.R. MILL LIMITED**

**MINUTES OF THE 19<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON TUESDAY, THE 23<sup>rd</sup> AUGUST, 2022 AT 02.30 P.M. INDIAN STANDARD TIME (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) DEEMED TO HAVE BEEN HELD AT THE REGISTERED OFFICE OF THE COMPANY**

**MEMBERS PRESENT:**

|                               |      |
|-------------------------------|------|
| Promoter and Promoter Group = | 10   |
| Public                        | = 79 |
|                               | —    |
| Total                         | = 89 |
|                               | —    |

**Directors, Auditors & KMPs**

Directors; Statutory Auditors; Secretarial Auditor; Chairman of Audit Committee, Stakeholder Relationship Committee and Nomination & Remuneration Committee; Scrutinizer, Chief Financial Officer and Company Secretary were present.

Mr. K.P.Ramasamy, Chairman occupied the chair.

Mr.P.Kandaswamy, Company Secretary and Compliance Officer welcomed all the participants to the 19<sup>th</sup> Annual General Meeting (AGM) of K.P.R. Mill Limited (COMPANY)

Mr.K.P.Ramasamy, Chairman of the Company introduced himself and called the meeting to order, as the requisite quorum was present. The meeting commenced the proceedings at 2.30 PM IST.



The Chairman nominated, Mr.P.Nataraj, Managing Director of the Company to assist him and conduct the proceedings of the Annual General Meeting.

Mr.P.Nataraj, Managing Director introduced himself and the following other Directors, Auditors and Key Managerial Personnel who were also participating in the meeting through Video Conference mode, to the Shareholders.

- 1) Mr.KPD Sigamani, Managing Director
- 2) Mr.E.K.Sakthivel, Executive Director
- 3) Mr.P.Selvakumar, Whole Time Director
- 4) Mr.K.N.V.Ramani, Lead Independent Director
- 5) Mr.G.P.Muniappan, Independent Director, Audit Committee and Nomination and Remuneration Committee, Chairman
- 6) Dr.K.Sabapathy, Independent Director, Stakeholders Committee Chairman
- 7) Mr.A.M.Palanisamy, Independent Director
- 8) Mr.C.Thirumurthy, Independent Director
- 9) Dr.S.Ranganayaki, Woman Independent Director
- 10) Mr.PL.Murugappan, CFO
- 11) Mr.P.Kandaswamy, Company Secretary
- 12) Mr.K.Sudhakar, BSR & Co LLP, the Statutory Auditor



13) Mr.K.Radhakrishnan, Secretarial Auditor and authorized person for scrutinizing the e-voting process

Mr.P.Nataraj, Managing Director, stated as follows:

All the above persons were participating in the proceedings through video conference.

The 19<sup>th</sup> AGM Notice and the Annual Report for the financial year 2021-22 were already sent to the members through email.

The Company had provided the facility of Remote e-voting for its Members.

In view of the COVID-19 pandemic, social distancing was a norm to be followed and as per various Circulars issued by MCA and SEBI, this AGM was being held through video conference.

As the AGM was being held through video conference, the facility for appointment of proxies by the members was not applicable.

The Company had provided the facility to cast the votes electronically, on all resolutions set forth in the Notice. Members, who have not yet cast their votes and were participating in the meeting, were requested to cast their votes during the meeting, through e-voting system provided by NSDL.

The Member(s), who have already voted through Remote E-voting and were present at the AGM, need not vote again.

In case members face any difficulty, they may reach out on the helpline numbers provided in the notice.



He requested the Members to permit him to take the Notice convening the meeting, as well as the Statutory and Secretarial Auditors' Report as read, since there were no qualifications in the said Auditors' Report.

He then requested the Chairman to address the meeting.

Mr. K.P.Ramasamy, Chairman delivered his speech.

Mr. P.Nataraj, Managing Director continued the proceedings stating as follows:

1. It was hoped that the shareholders would have gone through the 19<sup>th</sup> Annual Report of the Company and the 19<sup>th</sup> AGM Notice circulated to the shareholders by e-mail in compliance with the MCA and SEBI Regulation.
2. The Company had received requests from seven members to speak at the meeting. Accordingly, the floor was open for those members to express their views and ask questions in brief and short. The reply would be given at the end.

He then invited the following Speakers who have already registered to speak at the meeting one by one:

- I. Mr. Sunil Kothari
- II. Mr. Kaushik Narendra Shahukar
- III. Mr. Dinesh Koteja
- IV. Mr. Ravi Kumar Naredi
- V. Mr. Atul Gadodia
- VI. Mr. Vinay Vishnu Bhide
- VII. Mr. Damodaran Karthikeyan

It was noted that except Mr.Dinesh Koteja, others spoke.



The speakers congratulated the Board and the Management for the highest ever record revenue and profit attributing the consistent success and growth of the Company to the efficient management of the resources of the Company.

They also commended the Company for earning better revenues in Sugar and Ethanol business. Some of them praised the management for continuously pursuing the noble objective of 'Woman empowerment' through best HR Practices.

For the queries raised by them, suitable replies were given.

Mr.P.Nataraj, Managing Director thanked the Speakers for their encouraging words. He hoped that with the encouraging market trend and the support of all the Stakeholders, the Company will march ahead with progress and prospects.

After conclusion of Speakers' session, the Agenda of the 19<sup>th</sup> AGM of the Company was taken up.

Stating that though the Shareholders would have gone through the items in Agenda of the AGM Notice, already circulated to them, he read the Topics contained in the Agenda one by one as follows:

**ITEM NO.1:**

**ADOPTION OF ACCOUNTS**

**“RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with the reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted.



**ITEM NO 2:**

**DECLARATION OF DIVIDEND**

“RESOLVED THAT a Final Dividend of Rs.0.15 per equity share of the Company (15%) for the financial year 2021-22, be paid to those Shareholders who are entitled for the same”.

**ITEM NO.3:**

**RE-APPOINTMENT OF MR.P.SELVAKUMAR, DIRECTOR RETIRES BY ROTATION**

“RESOLVED THAT Mr.P.Selvakumar, who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company”.

**ITEM NO.4:**

**TO RE-APPOINT STATUTORY AUDITOR FOR THE FURTHER TERM OF FIVE YEARS AND FIX THEIR REMUNERATION**

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions (including any modification or re-enactment thereof for the time being in force) M/s BSR & Co LLP, Chartered Accountants, ICAI Firm Registration No 101248W/W-100022 be and is hereby re-appointed as the Statutory Auditors of the Company to hold the office for further term of five years from the conclusion of this Annual General Meeting till the conclusion of the 24<sup>th</sup> Annual General Meeting of the Company on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.”



**ITEM NO.5:**

**TO RATIFY THE REMUNERATION PAYABLE TO COST AUDITOR**

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions if any of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of Audit Committee the remuneration of Rs.50,000/- (plus GST and out of pocket expenses if any for the purpose of audit) payable to Mr.B.Venkateswar, Cost Accountant (M.No.27622), as approved by the Board of Directors for conducting the audit of Cost Accounting Records of the Company for the financial year ending 31<sup>st</sup> March, 2023 be and is hereby ratified and confirmed.”

**ITEM NO.6:**

**ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY – SPECIAL RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of section 14 of the Companies Act, 2013, and other applicable provisions read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of members of the Company be and is hereby accorded to the alteration of the Articles of Association of the Company by substituting the following new Clause 72 (ii) in the place of existing Clause 72 (ii) of the Company.

New Clause: 72 (ii)

The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of atleast one Director or the secretary or such other person as the Board may appoint for the purpose; and those Director or the secretary or other person





aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

**RESOLVED FURTHER THAT** Mr. P. Nataraj, Managing Director of the Company and Mr.P.Kandaswamy, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies/Ministry of Corporate Affairs), in connection with the alteration of the Articles of Association of the Company, as approved by the Board and the members of the Company and/or generally to give effect to the foregoing resolutions.”

Mr.P.Nataraj, Managing Director, continued stating that the Shareholders would have read the Resolutions and the explanatory Statements as mentioned in the Notice. He informed that E-voting during the Meeting would close atleast 15 minutes after the conclusion of the meeting. After receipt of scrutinizer report, considering the vote cast through remote e-voting and e-voting during AGM, the voting results would be declared at the websites of the Company, NSE, BSE & NSDL.

On behalf of the Board of Directors, he thanked the shareholders for their participation in the 19<sup>th</sup> Annual General Meeting of the Company, through Video Conference.

He also thanked the Scrutinizer and NSDL, for the smooth conduct of the 19<sup>th</sup> Annual General Meeting of K.P.R. Mill Limited.

The 19<sup>th</sup> AGM Proceedings was declared as concluded at 03.10 P.M.

1. As per the report of the scrutinizer, the resolutions 1 to 5 contained in the notice of the 19<sup>th</sup> AGM were passed as Ordinary Resolutions and



Resolution 6 of the Notice were passed as Special Resolution with absolute majority.

- II. Soft copies of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 were available for inspection by the Members during the AGM.

The 19<sup>th</sup> Annual General Meeting :

- Commenced at 02.30 P.M (IST)
- Concluded at 03.10 P.M (IST)
- E-voting ended at 03.55 P.M (IST)

Coimbatore  
30.08.2022

Sd/-  
K.P.Ramasamy  
CHAIRMAN

CERTIFIED TRUE COPY  
For K.P.R. MILL LIMITED  
  
Company Secretary