

K.P.R. MILL LIMITED

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

09.08.2023

The Listing Department
BSE Limited
1st Floor, Rotunda Buildings,
Phiroze Jeejeebhoy Towers,
Mumbai- 400 001.

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

SCRIP CODE: 532889

SYMBOL: KPRMILL

Dear Sir,

Subject: Detailed Proceedings of the 20th 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 20th Annual General Meeting of the Company held on Friday, 28th July, 2023 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 20th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY, THE 28TH JULY, 2023 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	= 57
	—
Total	= 67
	—

Directors, Auditors & KMPs

Directors; Statutory Auditors; Secretarial Auditor; Chairman of Audit Committee and Nomination & Remuneration Committee, Chairman of Stakeholder Relationship 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 20th 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.C.R.Anandakrishnan, Executive Director
- 3) Mr.E.K.Sakthivel, Executive Director
- 4) Mr.P.Selvakumar, Whole Time 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.Renganayakei, Woman Independent Director
- 10) Mrs.V.Bhuvaneshwari, Additional Director
- 11) Mr.PL.Murugappan, CFO
- 12) Mr.P.Kandaswamy, Company Secretary
- 13) Mr.K.Sudhakar, BSR & Co LLP, the Statutory Auditor



14) Mr.A.Vetrivel, Scrutinizer

15) Mr.K.Radhakrishnan, Secretarial Auditor

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

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

The 20th AGM Notice and the Annual Report for the financial year 2022-23 were already sent to the members through e-mail.

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.

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

As per various Circulars issued by MCA and SEBI, this AGM was held through video conference.

As the AGM was 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 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 20th Annual Report of the Company and the 20th AGM Notice circulated to the shareholders by e-mail in compliance with the MCA and SEBI Regulation.
2. The Company had received requests from five 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. Kaushik Shahukar
- II. Mr. P. Balasubramanian
- III. Mr. Atul Gadodia
- IV. Mr. J.Abhishek
- V. Mr. D.Karthikeyan

It was noted that except Mr.P.Balasubramanian and Mr.J.Abhishek others spoke.



The speakers congratulated the Board and the Management for the highest ever record revenue in the financial year 2022-23 and attributed the credit to the dynamic management of resources by the Company.

Suitable replies were given, for the queries raised by them.

Mr.P.Nataraj, Managing Director thanked the Speakers for their encouraging words and hoped that with the support of all stakeholders better performance will be continued in the upcoming years also.

After conclusion of Speakers' session, the Agenda of the 20th 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 (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2023 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 @ 200% (Rs.2/- per equity share of face value of Rs.1/- each) for the financial year 2022-23, be paid to those Shareholders who are entitled for the same.



ITEM NO. 3:

**RE-APPOINTMENT OF MR.C.R.ANANDAKRISHNAN, DIRECTOR
RETIRES BY ROTATION**

RESOLVED THAT Mr.C.R.Anandakrishnan,(DIN: 00003748) 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 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 authorised by the Board of Directors for conducting the audit of Cost Accounting Records of the Company for the financial year ending 31st March, 2024 be and is hereby ratified and confirmed.

ITEM NO.5:

**REGULARIZATION OF APPOINTMENT OF MRS. V.BHUVANESHWARI
AS WOMAN INDEPENDENT DIRECTOR OF THE COMPANY –
SPECIAL RESOLUTION**

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the Articles of Association of the Company and Regulation



17(1) of the SEBI (LODR) Regulations, 2015, Mrs. V. Bhuvaneshwari (DIN:01628512), who was appointed as an Additional Director of the Company with effect from 3rd May 2023 and hold office upto the date of this Annual General Meeting, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as 'Woman Independent Director' of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from 3rd May, 2023 to 2nd May, 2028.

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 15 minutes after the conclusion of the meeting. After receipt of scrutinizer report, considering the votes 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 20th Annual General Meeting of the Company, through Video Conference.

He also thanked the Scrutinizer and NSDL, for the smooth conduct of the 20th Annual General Meeting of K.P.R. Mill Limited.

The 20th AGM Proceedings was declared as concluded at 02.55 P.M.

- I. As per the report of the scrutinizer, the resolutions 1 to 4 contained in the notice of the 20th AGM were passed as Ordinary Resolutions and Resolution 5 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 20th Annual General Meeting :

- Commenced at 02.30 P.M (IST)
- Concluded at 02.55 P.M (IST)
- E-voting ended at 03.10 P.M (IST)

Coimbatore
31.07.2023

Sd/-
K.P.Ramasamy
CHAIRMAN

For K.P.R. MILL LIMITED

Company Secretary