

K.P.R. MILL LIMITED

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

21.02.2020

The Listing Department
Bombay Stock Exchange Ltd
1st Floor, Rotunda Buildings,
PhirozeJeejeebhoy 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 / Madam,

Sub: Postal Ballot Notice dated 03.02.2020 – Disclosure under Regulation 30 of the SEBI (LODR) Regulations, 2015

We enclose a copy of the Postal Ballot Notice dated 03.02.2020 (“**Postal Ballot Notice**”) and Postal Ballot Form. The Postal Ballot Notice, along with other relevant documents, are being sent to all the shareholders whose names appear in the register of members/beneficial owners received from the Depositories as on 14.02.2020 (“**cut-off date**”), seeking their approval for Special Resolutions as set out in the Postal Ballot Notice.

The Company has engaged the services of KFin Technologies Pvt. Ltd for the purpose of providing e-voting facility to all its members. The **Voting** through Postal Ballot and through e-voting will **commences from Saturday, 22.02.2020 (09.00 A.M. IST) and shall end on Monday, 23.03.2020 (05.00 P.M. IST)**. The **results** of the Postal Ballot will be **announced on or before Friday, 25.03.2020**.

The above information will also be made available on the website of the Company:

www.kprmilllimited.com

This is for your kind information and records.

Thanking you,

Yours faithfully,

For K.P.R. Mill Limited


P. Kandaswamy

Company Secretary

Encl: As above





K.P.R. Mill Limited

CIN: L17111TZ2003PLC010518

Regd. Office: No. 9, Gokul Buildings, A.K.S. Nagar, Thadagam Road,
Coimbatore - 641 001, India

Tel.:+91-422-2207777, Fax:+91-422-2207778,

Website: www.kprmilllimited.com; E-mail: investors@kprmill.com

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Dear Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the "Companies Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules") including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") and other applicable provisions, if any, the resolutions appended below for the Re-appointment of the Executive Chairman and Managing Directors of Company are proposed to be passed as Special Resolutions by way of postal ballot / electronic voting.

The Board of Directors of the Company at its meeting held on 03.02.2020 ("Board Meeting") has, subject to the approval of the shareholders of the Company by way of Special Resolution through postal ballot and subject to approvals of Statutory, Regulatory or Governmental Authorities as may be required under applicable laws, approved the re-appointment of the Executive Chairman and the Managing Directors of the Company for a further period.

Pursuant to the provisions of Section 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V, and applicable SEBI (Listing Obligation and Disclosure Requirement Regulations), 2015 it is necessary to obtain the consent of the Members holding equity shares of the Company by way of a Special Resolutions for the re-appointment of Executive Chairman and Managing Directors. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the Resolution appended below through Postal Ballot.

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable provisions of the Companies Act, pertaining to the said Resolution setting out the material facts and the reasons there for, is also appended. The said Resolutions and explanatory statement are being sent to you along with a Postal Ballot form (the "Postal Ballot Form") for your consideration. Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr.A. Vetrivel, a

Practicing Chartered Accountant (Membership No. 25028) as the scrutinizer (the "Scrutinizer") for the Postal Ballot process.

The members holding equity shares of the Company are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer not later than close of working hours (5.00 pm IST) on Monday, 23rd March, 2020. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. The postage will be borne and paid for by the Company.

In compliance with the provisions of Section 110 of the Companies Act read with Rule 20 and 22 of the Management Rules and Regulation 44 of the Listing Regulations the Company is also offering e-voting facility as an alternate mode of voting to all members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The e-voting module will be disabled after the business hours i.e. 5.00 pm IST on Monday, 23rd March, 2020 for voting by the members holding equity shares of the Company. The members holding equity shares of the Company have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case shareholders cast their vote by physical postal ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by postal ballot will be treated as invalid.

The Scrutinizer will submit his report to the Chairman or in his absence a person authorized by him in writing, after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced on or before 25.03.2020 and will be displayed at the Registered Office of the Company and communicated to BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE") where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company's website: www.kprmilllimited.com and on the website of KFin Technologies Private Limited ("KFPL"). The date of declaration of the results of the Postal Ballot shall be the date on which the Resolution would be deemed to have passed, if approved by the requisite majority.

The members are requested to consider and, if thought fit, pass the following Resolutions as Special Resolutions:

SPECIAL BUSINESS

Approval for Re-appointment of Chairman and Managing Directors

1. To consider and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the Provisions of Section 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, Mr. K.P. Ramasamy be and is hereby re-appointed as Executive Chairman of the Company for a period of 2 (Two) years with effect from 01.04.2020 upon the Remuneration, Perquisites, Terms and Conditions as detailed in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to the Postal Ballot Notice.

2. To consider and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the Provisions of Section 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, Mr. KPD Sigamani, be and is hereby re-appointed as Managing Director of the Company for a period of 5 (Five) years with effect from 01.04.2020 upon the Remuneration, Perquisites, Terms and Conditions as detailed in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to the Postal Ballot Notice.

3. To consider and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the Provisions of Section 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, Mr. P. Nataraj, be and is hereby re-appointed as Managing Director of the Company for a period of 5 (Five) years with effect from 01.04.2020 upon the Remuneration, Perquisites, Terms and Conditions as detailed in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to the Postal Ballot Notice.

By Order of the Board of Directors

For K.P.R. Mill Limited

Sd/-

**P. Kandaswamy
Company Secretary
(FCS 2172)**

Place: Coimbatore

Date: 03.02.2020

NOTES:

1. The Board of Directors of the Company has appointed Shri A. Vetrivel, a Practicing Chartered Accountant as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.
2. The Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, as on the close of working hours on 14.02.2020 i.e. Cut Off Date.
3. As per Section 110 of the Companies Act read with Rule 20 and 22 of the Management Rules and Regulation 44 of the Listing Regulations, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories / with the Company/ with Registrar and Share Transfer Agent are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form by Registered Post.
4. A Postal Ballot Form and a postage prepaid self-addressed envelope are attached to this Notice. The self-addressed letters bear the address to which duly completed Postal Ballot Form is to be sent.
5. In terms of Section 110 of the Companies Act read with Rule 20 and 22 of the Management Rules and Regulation 44 of the Listing Regulations, as amended the Company has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged KFin Technologies Private Limited ("KFPL") to offer E-voting facility to all its members to enable them to cast their votes electronically. Details of e-voting facility are specified under the notice of Postal Ballot.
6. The shareholders who do not receive the Postal Ballot Form may apply to the 'KFPL' to receive the duplicate thereof.
7. The Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form, and record their assent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage prepaid self-addressed envelope. However Postal Ballot Form(s) if sent by courier or by registered post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the scrutinizer on or before the closing of working hours 5.00 p.m. on Monday, 23rd March 2020, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the shareholder(s). Unsigned Postal Ballot Form/s will be rejected. Members are requested not to send any other paper / document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except their assent or dissent and affixing their signature.
8. The Scrutinizer will submit his final report to the Chairman as soon as possible after the last date of receipt for Postal Ballot Form but not later than 5.00 p.m. on Wednesday, 25th March 2020. The Results of the E-voting/Postal Ballot will be displayed at the Registered Office, displayed on the website of the Company i.e. www.kprmillimited.com and on the website of KFPL at <https://evoting.karvy.com> and intimated to the stock exchanges on which the shares of the Company are listed.

9. The Resolutions shall be deemed to be passed on the last date of the voting i.e. 23rd March 2020.
10. The Postal Ballot Notice is also being uploaded on the Company's website viz. www.kprmilllimited.com and of KFPL viz. <https://evoting.karvy.com>.
11. All documents referred to in this Postal Ballot Notice, Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 5.00 p.m. on all working days except Saturdays, Sundays and national holidays.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 AND 110 SETTING OUT THE MATERIAL FACTS PERTAINING TO THE RESOLUTIONS ARE ANNEXED HERETO ALONG WITH POSTAL BALLOT FORM FOR YOUR CONSIDERATION.

ITEM NUMBER 1, 2 & 3

The Board of Directors of the Company referred to the Nomination and Remuneration Committee the proposal for reappointment of the Chairman and Managing Directors whose term expires on 31.3.2020. The Committee considered their background, qualification, experience, skills, expertise, competence and contributions to the growth of the Company. Mr.K.P.Ramasamy is the Founder Chairman of the Company who has sown the seeds of success through his strategic planning and execution. Mr.K.P.D.Sigamani has been heading the export activities since beginning and his leadership was responsible for its substantial growth. Mr.P.Nataraj, Chartered Accountant, has been handling efficiently the key areas such as Cotton procurement, Yarn Marketing besides financial Management. It was strongly felt that their continued association and team efforts would be highly beneficial to the Company and recommended their reappointment for further term

As per the provisions of Section 196 (3) (a) of the Companies Act 2013 and SEBI (LODR) Regulation, the reappointment of Mr.K.P.Ramasamy who has crossed the age of 70 years has to be justified.

Mr.K.P.Ramasamy (KPR) made a humble beginning as a Power loom cloth Manufacturer in 1971. Empowered by the untiring team efforts of his Brothers, his visionary plans led to creation of a Textile Empire, 'KPR Mill Limited' on fabulous values. KPR's successful journey expanded from Textile to Sugar, Power, Automobiles and Education. His strategic plans & dynamic management crowned him as one of the 'Top 100 CEO's of India' and ranked KPR Mill Limited as one of the Top 500 Listed Companies by various business magazines successively. His outstanding concept of 'empowering employees with higher education' besides providing trendsetting facilities is remarkable and trendsetter to the Industry. Acclaiming his noble services towards humanity he was awarded with various testimonials and was recently conferred with 'Doctorate' D.Litt. (Honoris Causa) by Kalinga Deemed to be University, Odisha. His continued association will elevate the Company to further heights of success.

The Board, based on the performance evaluation of Directors and the recommendation of Nomination and Remuneration Committee proposed to re-appoint them not liable to retire by rotation. Mr.K.P.Ramasamy, Executive Chairman to hold office for a period of 2 (two) years from

01.04.2020 to 31.03.2022 and Mr.KPD Sigamani & Mr.P.Nataraj Managing Directors to hold office for a period of 5 (five) years each from 01.04.2020 to 31.03.2025. For the purpose of compliance with the SEBI(LODR) Regulation the term of reappointment of Executive Chairman is limited to two years.

Appreciating the requests from the aforesaid re-appointees to the Board not to consider any increase in their remuneration for this term also the Board unanimously decided to reappoint them on the following terms subject to the approval of the Shareholders of the Company.

Details of the aforesaid Directors whose re-appointment are proposed at Item Nos. 1,2 and 3 are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the SEBI (LODR) Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. K.P. Ramasamy, Executive Chairman and Mr. KPD Sigamani & Mr. P. Nataraj, Managing Directors are interested in the resolutions set out respectively at Item Nos. 1, 2 and 3 of the Notice with regard to their respective re-appointments. The relatives of the aforesaid Directors may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolutions set out at Item Nos. 1, 2 and 3 of the Notice for approval by the members.

The Remuneration payable and terms and conditions applicable to **each** of Mr.K.P.Ramasamy, Mr.KPD Sigamani, and Mr.P.Nataraj with effect from 1st April 2020, are as below:

Remuneration

I. Salary: Rs. 6,00,000/- (Rupees Six lakhs only) per month Rs. 72,00,000/- (Rupees Seventy two lakhs only) per annum.

II. Provident Fund: As per the rules of the Company and as applicable to other employee of the Company, Contribution to provident fund, super annuation fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.

III. Gratuity: As per the rules of the Company and as applicable to other employees of the company at a rate not exceeding half a month's salary for each completed year of service.

IV. Encashment of Leave: Encashment of leave at the end of tenure as per the Rules of the Company.

V. Medical reimbursement: Medical expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of 3 years.

VI. Leave Travel Concession: For self and family once in a year in accordance with the rules of the Company.

VII. Club fees: Fees of Clubs subject to maximum of two clubs, excluding admission and life membership fees.

VIII. Car, telephone at Residence: Car with driver for use of the Company's' business, Mobile Phone and telephone at residence. Personal and long distance calls and use of car for private purpose shall be billed by the Company.

XI. Commission: 2 ½ (Two and a half percent)of the net profits of the Company arrived at as per Section 198 of the Companies Act, 2013 read with Schedule V subject to a cap of Rs.5 Crores

IX. Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year during the tenure of their re-appointment, they shall be paid the above remuneration subject to the provisions of Schedule V.

Except Mr.K.P.Ramsamy, Chairman, Mr.KPD Sigamani & Mr.P.Nataraj, Managing Directors and Sri.C.R.Anandakrishnan, Executive Director, none of the other Directors is in any way concerned or interested in the Resolutions.

Details of Directors seeking re-appointment [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	K.P. Ramasamy (Executive Chairman)	KPD Sigamani (Managing Director)	Mr. P. Nataraj (Managing Director)
Date of Birth	01.05.1949	04.08.1953	04.08.1957
Date of appointment on the Board	09.01.2007	09.01.2007	09.01.2007
Qualifications	Pre- University College Education	M.Sc.,	B.Sc., FCA
Expertise in specific functional area	<p>Mr. K.P. Ramasamy, the Chairman of KPR Group has over Four decades of experience in the Textile Industry. His innovative thoughts in Human resources and Business planning have made KPR Mill limited a trend setter in the industry. His concern for green energy enabled KPR Mill limited to source 100% of its power requirement through in-house wind and Co-gen Power. He monitors the Projects, HR and Production activities. The tireless and sustained efforts of Mr. K.P. Ramasamy and his brothers Mr. KPD Sigamani & Mr. P. Nataraj enabled creation of 12 Manufacturing units with over 24000 Employees. As a Rotarian, he has sponsored several Welfare Projects. He is a Trustee in K.P.R. Charities that runs KPR Institute of Engineering and Technology and KPR College of Arts, Science & Research extending quality education to the society. He is also a trustee in KPR IAS Academy that provides excellent coaching to the aspirants of competitive exams. His services to the society have honoured him with multiple awards including Doctorate, D.Litt. (Honoris Causa) by Kalinga Deemed to be University, Odisha</p>	<p>Mr. KPD Sigamani, a Post Graduate, in mathematics has more than three decades of experience in the Apparel Industry specialized in the production and marketing of knitted apparel. His travel across the globe gained an in-depth knowledge on export of Apparel. He currently heads the apparel division, the major contributor to the export business of the company. KPR Mill is one of those export units that enabled elevation of the knit wear town 'Tirupur', to a pre-dominant position among the exporting fraternity in India. It is his un-tiring efforts that have garnered substantial revenue for KPR mill through exports. As a Rotarian, he has rendered various social welfare services to the needy people. He is a trustee of "Mother Care Value Trust Hospital" that provides free medical treatment for Children and expectant mothers. He is also a trustee in K.P.R. Charities and KPR IAS Academy that extends excellent and quality education to the society.</p>	<p>Mr. P. Nataraj, a science graduate and fellow member of the Institute of Chartered Accountants of India has over three Decades of experience in the apparel industry, especially in marketing of fabric, knitted apparel & cotton yarn. With his rich knowledge he is handling financial Management, Internal Control, project implementation and cotton procurement of the company. His guidance and active participation enabled successful IPO at premium and listing of equity shares. He was the Chairman of South Indian Mills Association .He is Vice President of Indian Cotton Federation; Committee member in CITI & Council member in TEXPROCIL. As an active Melvin Jones Fellowship member of Lions club he has conducted various social activities. He is a Trustee in Aliyar Arivu Thirukovil, Pollachi that spreads awareness in Meditation, yoga, Women upliftment and other social Welfare activities. The President of the 'Vetri Trust', Tirupur, having noble objectives and rendering innovative services to the Humanity He is also a trustee in K.P.R. Charities and KPR IAS Academy. His services to the Industry have honoured him with various Awards.</p>

No.of Board Meetings attended during the year	Four of four	Four of four	Four of four
Directorship held in other Public Companies (excluding Foreign, Private and Subsidiary Companies)	KPR Developers Limited	KPR Developers Limited	KPR Developers Limited
Chairmanships/ Memberships of Committee of other Boards (*)	Nil	Nil	Nil
Shareholding in the Company – No. of Shares	1,48,71,362	1,48,71,362	1,48,71,362
Relationship between Directors inter-se	Brothers: KPD Sigamani and P. Nataraj Son: C.R. Anandakrishnan	Brothers : K.P. Ramasamy and P. Nataraj	Brothers : K.P. Ramasamy and KPD Sigamani
Terms of Reappointment including Remuneration	Furnished in Explanatory Statement	Furnished in Explanatory Statement	Furnished in Explanatory Statement
Remuneration Last Drawn (FY 2018-19)	Rs.1,172 Lakhs	Rs.1,172 Lakhs	Rs.1,172 Lakhs

(*) – includes Audit Committee and Stakeholders Relationship Committee but exclude committee of Subsidiary Companies, Foreign Companies, Private Limited Companies and Companies under Section 8 of the Companies Act.

By Order of the Board of Directors

Place: Coimbatore
Date: 03.02.2020

P.Kandaswamy
Company Secretary
(FCS 2172)

INSTRUCTION FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

- 1) A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after Signature to the Scrutinizer in the attached self-addressed postal prepaid envelope which shall be properly sealed with adhesive or adhesive tape. However, letters containing Postal Ballot Form, if sent by courier, at the expense of the shareholder will also be accepted. The shareholders are requested to convey their assent and dissent in the enclosed Postal Ballot Form.
- 2) The self-addressed letters bear the address and the name of the Scrutinizer to which duly completed Postal Ballot Form is to be sent.
- 3) The Postal Ballot Form should be signed by the shareholders as per the specimen signatures registered with the Registrar/ Depository. In case the equity shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/ Depository) by the first name shareholder and his/her absence, by the next named shareholder. Holder(s) of Power of Attorney(s) (POA) on behalf of the shareholder(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
- 4) In case of Equity Shares held by the shareholders other than the individual shareholders, the duly completed Postal Ballot Forms should be signed by the authorized signatory, whose signature was already registered with Registrar and Share Transfer Agent or it should be accompanied by a certified copy of Board Resolution/ authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- 5) The duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours of 23.03.2020 (5.00 pm). Postal Ballot Form received after this date will be treated as if reply from such Shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
- 6) Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on 14.02 2020
- 7) Shareholders are requested not to send any paper (other than the Resolution/authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid letter as all such documents will be sent to the Scrutinizer and if any extraneous paper is found therein, the same would not be considered and would be destroyed by the Scrutinizer.
- 8) There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint shareholder on receipt of the duplicate Postal Ballot Form, the original will be rejected.
- 9) Member may request for duplicate Postal Ballot Form, if so required, by sending email to investors@kprmill.com The Postal Ballot Form can also be downloaded from the Company's website viz. www.kprmilllimited.com. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than close of working hours of 23.03.2020 (05.00. P.M.)
- 10) The votes should be cast either in favor of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing in both the columns will render the Form invalid.
- 11) Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected. No other form or photocopy of the attached Postal Ballot Form will be permitted.

THE PROCEDURE WITH RESPECT TO E-VOTING:

In compliance with the provisions of section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, the Company is pleased to offer its Members facility to exercise their right to vote in respect of the businesses as stated in Postal Ballot Notice dated 03.02.2020 of the Company to be transacted through e-Voting Services.

The Company has engaged the services of KFin Technologies Private Limited ("KFPL") as the Authorized Agency to provide the facility of casting of votes by using an electronic voting system ("e-voting").

The procedure and instructions for remote E-Voting facility are as follows:

A. In case of shareholders receiving email from Karvy:

- i. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password mentioned in the email/postal ballot form). Your Folio No. /DP ID – Client ID will be your User ID.
- iii. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iv. After entering these details appropriately, click on "LOGIN".
- v. You will now reach password change menu wherein you are required to mandatorily change your login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the E-Voting Event Number for Postal Ballot.
- viii. If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other company, then your existing login id and password are to be used.
- ix. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 14.02.2020 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date.
- x. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- xi. Members holding multiple folios/Demat accounts shall choose the voting process separately for each of the folios/Demat accounts.

- xii. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- xiii. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- xiv. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xv. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: eil.scrutinizer@karvy.com with a copy to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."
- xvi. **The e-voting period commences on 22.02.2020 (9:00 Hours IST) and ends on 23.03.2020 17:00 Hours IST).**

B. In case of shareholders receiving Notice by post:

- 1. Initial password is provided along with this Notice.
- 2. Please follow all steps from Sl. No. (i) to Sl. No. (xvi) above, to cast vote.\

C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Premkumar M of KFin Technologies Private Limited at the following address

Mr. Premkumar .M

Manager (email: prem.kumar@kfintech.com) KFin Technologies Pvt. Ltd.
Selenium Tower B, Plot number 31 & 32,
Financial District Gachibowli | Hyderabad 500 032, India
Phone: +91 040 6716 1509
www.kfintech.com

D. The Scrutinizer's decision on the validity of the vote shall be final.

E. Once the vote on a resolution stated in this notice is casted by a Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final.



K.P.R. MILL LIMITED

Registered Office No.9, Gokul Buildings, 1st Floor,
A.K.S. Nagar, Thadagam Road, Coimbatore – 641 001.

Phone: 0422-2207777 Fax:0422-2207778

CIN:L17111TZ2003PLC010518

Email: investor@kprmill.com Website: www.kprmillimited

SR.NO:

POSTAL BALLOT FORM

1. Name of Sole/ First Member :

2. Name(s) of Joint Member(s), if any :

3. Registered Folio No./ DP ID No./ Client ID No:

4. Number of shares held :

I /We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 03rd Feb, 2020 of the Company by conveying my/ our assent (for) or dissent (against) or abstain to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below

Item No. in Postal Ballot Notice	Description	No. of Shares held	For / Assent to Resolution (✓)	Against/ Dissent to Resolution (✓)	Abstain (✓)
1	Reappointment of Mr.K.P.Ramasamy as Executive Chairman				
2	Reappointment of Mr.KPDSigamani' as Managing Director				
3	Reappointment of Mr.P.Nataraj as Managing Director				

Place:

Date:

Signature of Member

NOTE :Kindly read the instructions printed overleaf before filling the Form.

Last date for receipt of Postal Ballot form by Scrutinizer is 23.03.2020

GENERAL INSTRUCTIONS

- a) The voting rights for the equity shares of the Company are one vote per equity shares, registered in the name of the Shareholders.
- b) Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on 14th February, 2020.
- c) Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- d) Voting period commences on and from **22nd February, 2020 (9.00 a.m.) and ends on 23rd March, 2020 (5.00 p.m.)**.
- e) Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
- f) Unsigned/ Incomplete Postal Ballot form will be rejected
- g) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- h) The Company shall announce the **results of the Postal Ballot** at its Registered Office at No. 9, Gokul Buildings, A.K.S.Nagar, Thadagam Road, Coimbatore - 641 001, India **on or before 25th March 2020, at 5 P.M.** The last date of Voting i.e. **23rd March 2020** will be taken as the **date of passing of the Resolutions** contained in this Notice.
- i) Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to the Company at First floor, Srivari Shrimat, 1045, Avinashi road, Coimbatore - 641018., India; Email Id: investors@kprmill.com