

K.P.R. MILL LIMITED**MINUTES OF THE NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON THURSDAY THE 29TH DAY OF AUGUST, 2012 AT 11.30 A.M. AT BALL ROOM, HOTEL THE RESIDENCY, AVINASHI ROAD, COIMBATORE – 641 018.****MEMBERS PRESENT:**

In Person - 168
By Proxy - 26

DIRECTORS PRESENT - 12

Sri. K.P. Ramasamy, Chairman Occupied the chair.

The Company Secretary announced "Meeting call to order".

The Quorum being present the Meeting commenced with prayer.

The Company Secretary announced the following:

- a. The Register of Directors shareholding is maintained pursuant to the provisions of Section 307 of the Companies Act, 1956.
- b. Proxies and Register of proxies are placed on the table and are open for inspection by the Members of the Company.
- c. 53 nos. valid Proxies for 28,24,977 Equity Shares have been received within the prescribed time limit. Further 2 nos. of Authorisations pursuant to Section 187 of the Act for 21,44,784 Equity Shares have been received from Bodies Corporate.

It was noted that the Chairman of the Audit Committee and Remuneration Committee, Sri. M.J.Vijayaraaghavan was also present.

The Chairman welcomed the Members present.

The Chairman informed that the Notice of the Ninth Annual General Meeting of the Company circulated to the Members along with the Annual Report may be taken as read.



As requested by the Chairman, the Statutory Auditors M/s. Deloitte Haskins & Sells represented by its Partner Sri. C.R. Rajagopal read the Auditors Report on the Financials of the Company for the year ended 31st March, 2012.

Then the subjects contained in the Agenda were taken up one by one for consideration:

1. CONSIDERATION OF PROFIT AND LOSS ACCOUNT, BALANCE SHEET, DIRECTORS' REPORT AND AUDITORS' REPORT

The Chairman stated that the Annual Report containing the Financial Reports was circulated to the entire Shareholders through post and e-mail and hoped that the same would have been perused by the Members and be taken as read and invited Members for general discussion on the subject. Some of the Members viz., K.S.Balasubramanian, M.Rajangam participated in the discussions and appreciated the Management for improved performance, Dividend track record, growth perspective decisions, consistent concern for green power through Co-gen, bringing at Annual Report in attractive and meaningful manner. etc.,

The Chairman thanked the Members for their congratulatory remarks and suggestions and responded to the various queries raised by them.

As advised by the Chairman the Company Secretary read the Resolution.

Then the Resolution was put to vote by the Chairman asking those in favour of Resolution to raise their hands and subsequently asking those against it to raise their hands. It was noted that none voted against the Resolution.

Proposed by Sri.K.S.Balasubramanian Seconded by Sri.S.Thiyagarajan the following Resolution was passed unanimously:

"RESOLVED that the Audited Balance Sheet as at 31st March 2012 and the Profit & Loss Account for the year ended on that date together with the Directors' Report and Auditors' Report thereon, be and are hereby approved and adopted".

2. DECLARATION OF DIVIDEND

The Chairman informed the Members that as indicated in the Directors Report, considering the better performance of the Company, a Final Dividend at the rate of 20% on the Equity Shares making a total Dividend of 50% for the Financial year 2011-12, has been recommended by the Board and called upon the Company Secretary to read the Resolution:

The Company Secretary read the Resolution.



Then the Resolution was put to vote by the Chairman asking those in favour of Resolution to raise their hands and subsequently asking those against it to raise their hands. It was noted that none voted against the Resolution.

Proposed by Sri.C.S.Mohanraaj and Seconded by Sri.N.Kathirvel the following Resolution was passed unanimously:

“Resolved That a Final Dividend of Rs.2/- per equity share of the Company, which together with the Interim Dividend of Rs.3/- per share declared in May 2012, would aggregate to a total Dividend of Rs.5/- per share (50%), for the Financial year 2011-2012 be paid to those Share holders who are entitled for the same”.

3. APPOINTMENT OF RETIRING DIRECTOR DR.K.SABAPATHY

The Chairman informed the Members that the profile of Dr.K.Sabapathy has been furnished in the Notice and called upon the Company Secretary to read the Resolution:

The Company Secretary read the Resolution.

Then the Resolution was put to vote by the Chairman asking those in favour of Resolution to raise their hands and subsequently asking those against it to raise their hands. It was noted that none voted against the Resolution.

Proposed by Sri.S.Ragaveshwaran and Seconded by Sri.D.Raja the following Resolution was passed unanimously:

“Resolved That Dr.K.Sabapathy, who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company”.

4. RE-APPOINTMENT OF RETIRING DIRECTOR SRI.K.N.V.RAMANI

The Chairman informed the Members that the profile of Sri.K.N.V.Ramani has been furnished in the Notice and called upon the Company Secretary to read the Resolution:

The Company Secretary read the Resolution.

Then the Resolution was put to vote by the Chairman asking those in favour of Resolution to raise their hands and subsequently asking those against it to raise their hands. It was noted that none voted against the Resolution.

Proposed by Sri.A.Parameswaran and Seconded by Sri.R.Baskaran the following Resolution was passed unanimously:

“Resolved That Sri.K.N.V.Ramani, who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company”.



5. RE-APPOINTMENT OF RETIRING DIRECTOR SRI.G.P.MUNIAPPAN

The Chairman informed the Members that the profile of Sri.G.P.Muniappan has been furnished in the Notice and called upon the Company Secretary to read the Resolution:

The Company Secretary read the Resolution.

Then the Resolution was put to vote by the Chairman asking those in favour of Resolution to raise their hands and subsequently asking those against it to raise their hands. It was noted that none voted against the Resolution.

Proposed by Sri.S.C.Ananthasamy and Seconded by Sri.N.Chandrasekaran the following Resolution was passed unanimously:

“Resolved That Sri.G.P.Muniappan, who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company”.

6. RE-APPOINTMENT OF RETIRING AUDITORS M/S. DELOITTE HASKINS & SELLS

The Chairman informed that the Statutory Auditors M/s. Deloitte Haskins & Sells, Coimbatore have been the Statutory Auditors of the Company for the past five years and the Board has recommended their re-appointment for the Financial Year 2012-13 and called upon the Company Secretary to read the Resolution:

The Company Secretary read the Resolution.

Then the Resolution was put to vote by the Chairman asking those in favour of Resolution to raise their hands and subsequently asking those against it to raise their hands. It was noted that none voted against the Resolution.

Proposed by Sri.K.Selvan and Seconded by Sri.P.K.Krishnan the following Resolution was passed unanimously:

“Resolved That M/s. Deloitte Haskins & Sells, the retiring Auditors, be and are hereby re-appointed as Auditors of the Company to hold Office until the conclusion of the next Annual General Meeting of the Company to audit the accounts of the Company for the Financial year 2012 – 2013 and on the recommendation of the Audit Committee, the Managing Director be and is hereby authorized to fix their remuneration plus travelling and other out of pocket expenses incurred by them in connection with the audit.”



SPECIAL SUBJECTS:**7.APPOINTMENT OF SRI.A.SEKAR AS WHOLE TIME DIRECTOR**

The Chairman informed the Members that the profile of Sri.A.Sekar, the proposal to appoint him as a Director the Company and the relevant Resolution have been furnished in the Notice and added that the same be taken as read.

Then the Resolution was put to vote by the Chairman asking those in favour of Resolution to raise their hands and subsequently asking those against it to raise their hands. It was noted that none voted against the Resolution.

Proposed by Sri.S.Suresh Krishnan and Seconded by Sri.P.A.Vijayaraj the following Resolution was passed unanimously as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of section 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act 1956, as amended from time to time, the consent of the Company be and is hereby accorded to the re-appointment of Sri.A.Sekar as 'Whole-Time Director' of the Company, designated as "Director (Commercial)" for a further period of 5 years from 24.03.2013 to 23.03.2018 at a monthly remuneration of Rs.1,00,000/- (Rupees One Lakh only) in the pay scale of Rs.1,00,000 - 5,000 -1,50,000 being the Remuneration approved by the Remuneration Committee.

The Chairman thanked the Members for enabling the Company to pass the entire Resolutions unanimously and for the active deliberation of the Members at the Meeting.

Sri.KPD Sigamani, Managing Director delivered Vote of Thanks.

With the following statement by the Company Secretary, the Meeting was terminated.

"The Meeting is adjourned"

Coimbatore

28.09.2011


K.P.Ramasamy
CHAIRMAN

