

K.P.R. MILL LIMITED**MINUTES OF THE TENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON SATURDAY THE 31ST DAY OF AUGUST, 2013 AT 11.30 A.M. AT BALL ROOM, HOTEL THE RESIDENCY, AVINASHI ROAD, COIMBATORE – 641 018.****MEMBERS PRESENT:**

In Person - 217
By Proxy - 36

DIRECTORS PRESENT - 10

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 maintained pursuant to the provisions of Section 307 of the Companies Act, 1956 is open for inspection.
- b. Proxies and Register of proxies are placed on the table and are open for inspection by the Members of the Company.
- c. 44 nos. valid Proxies for 28,24,743 Equity Shares have been received within the prescribed time limit. Further 1 Authorisation pursuant to Section 187 of the Companies Act for 10,38,000 Equity Shares has been received from a Body 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 Tenth 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, 2013.



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

1. CONSIDERATION OF STATEMENT OF PROFIT AND LOSS, 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, CS Pillai, K.Muthu, Balasubramanian and Arumugam participated in the discussions and appreciated the Management for consistent & improved performance, Dividend track record, growth perspective decisions, green power generation. A few members expressed their opinion on Sugar Industry as a whole.

The Chairman thanked the Members for their congratulatory remarks & 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.Rajasekar Seconded by Sri.V.Ravichandran the following Resolution was passed unanimously:

“RESOLVED that the Audited Balance Sheet as at 31st March 2013 and the Statement of Profit & Loss 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 30% on the Equity Shares making a total Dividend of 60% for the Financial year 2012-13, 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 against it to raise their hands. It was noted that none voted against the Resolution.



Proposed by Sri.S.Karthikeyan and Seconded by Sri.P.Balasubramanian the following Resolution was passed unanimously:

"Resolved That a Final Dividend of Rs.3/- per equity share of the Company, which together with the Interim Dividend of Rs.3/- per share declared in February 2013, would aggregate to a total Dividend of Rs.6/- per share (60%), for the Financial year 2012-2013 be paid to those Share holders who are entitled for the same".

3. RE-APPOINTMENT OF RETIRING DIRECTOR SRI.M.J.VIJAYARAAGHAVN

The Chairman informed the Members that the profile of Sri.M.J.Vijayaraaghavan 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.Manickam and Seconded by Sri.K.Jayasekar the following Resolution was passed unanimously:

"Resolved That .M.J.Vijayaraaghavan, 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.A.M.PALANISAMY

The Chairman informed the Members that the profile of Sri.A.M.Palanisamy 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.Balakumar and Seconded by Sri.V.Dilip the following Resolution was passed unanimously:-

"Resolved That Sri.A.M.Palanisamy, 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.C.THIRUMURTHY

The Chairman informed the Members that the profile of Sri.C.Thirumurthy 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.Rajangam and Seconded by Sri.V.Sakthivel the following Resolution was passed unanimously:

“Resolved That Sri.C.Thirumurthy, 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 2013-14 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.N.Kathirvel and Seconded by Sri.M.Anand 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 2013 – 2014 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.”



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 concluded.

"The Meeting is adjourned"

- Sd -

Coimbatore
27.09.2013

K.P.Ramasamy
CHAIRMAN

