

# 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

27.08.2015

National Stock Exchange of India Limited  
Listing Department,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandara (E),  
Mumbai – 400 051.

Bombay Stock Exchange Limited,  
Listing Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001.

Dear Sirs,

**Sub:** Submission of details regarding the voting results in respect of the 12<sup>th</sup> Annual General Meeting of the Members of the Company held on 25<sup>th</sup> August, 2015.

**Ref:** Clause 35A of the Listing Agreement with NSE & BSE

This is to inform that the 12<sup>th</sup> Annual General Meeting of the Members of the Company was held on Tuesday, 25<sup>th</sup> August 2015 at 11.30 AM at the Ball Room, Hotel The Residency, 1076, Avinashi Road, Coimbatore – 641 018 to transact the business mentioned in the notice of the Annual General Meeting dated 05th May 2015 & its addendum dated 27<sup>th</sup> July 2015.

As required by the provisions of the section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and clause 35B of the Listing Agreement, facility of voting through electronic means, Physical Ballot for the Shareholders who do not have access to e-voting facility and voting through poll at the AGM for those who has not casted their vote either through e-voting or physical ballot on all proposals contained in the Annual General Meeting Notice dated 05th May 2015 and its addendum dated 27<sup>th</sup> July 2015 was provided to the members. The e-voting was held between 22.08.2015 to 24.08.2015 and the physical ballots were received up to 21<sup>st</sup> August 2015.

All the items of business as mentioned in the 12<sup>th</sup> Annual General Meeting Notice & its Addendum have been transacted and based on the report of the Scrutinizer, the Resolutions indicated below were declared as duly passed by requisite majority by e-voting, physical ballot and through voting at the Annual General Meeting.

Details of voting results in the specified format pursuant to the Clause 35A of the listing Agreement is given below:



1	Date of AGM	25.08.2015
2	Total Number of Shareholders on record date	8856
3	Number of shareholders present in the meeting in person or through proxy <ul style="list-style-type: none"> <li>- Promoter or Promoter Group</li> <li>- Public</li> </ul> Number of shareholders who participated in e-voting, physical ballot and voting at the AGM	5 299 (291 Shareholders and 8 proxies)  141
4	Number of Shareholders attended the meeting though video conferencing <ul style="list-style-type: none"> <li>- Promoter or Promoter group</li> <li>- Public</li> </ul>	No Video Conferencing

5	Details of Agenda	Resolution Required	Mode of Voting
1.	Adoption of Annual Financial Statements as on 31 <sup>st</sup> March 2015	Ordinary Resolution	e-voting, physical ballot & Voting at AGM
2.	Declaration of Dividend	Ordinary Resolution	e-voting, physical ballot & Voting at AGM
3.	Re-appointment of Sri.C.R.Anandakrishnan, Director retiring by rotation	Ordinary Resolution	e-voting, physical ballot & Voting at AGM
4.	Appointment of the Statutory Auditors for the Company and fix their remuneration	Ordinary Resolution	e-voting, physical ballot & Voting at AGM
5.	Appointment of Dr.S.Ranganayaki as an Independent Director	Special Resolution	e-voting, physical ballot & Voting at AGM
6.	Re-appointment of Sri.C.R.Anandakrishnan as Executive Director	Ordinary Resolution	e-voting, physical ballot & Voting at AGM
7.	Ratification of Remuneration of Cost Auditor	Ordinary Resolution	e-voting, physical ballot & Voting at AGM
8.	Appointment of Sri.P.Selvakumar as a Director of the Company	Ordinary Resolution	e-voting, physical ballot & Voting at AGM
9.	Appointment of Sri.P.Selvakumar as a Whole-time Director of the Company	Ordinary Resolution	e-voting, physical ballot & Voting at AGM



Further the following details of E-voting; physical ballot and voting at AGM are given below:

**Item no 1: Ordinary Resolution – Adoption of Annual financial statement as on 31<sup>st</sup> March 2015**

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28246725	28246725	100	28246725	0	100	0
Public – Institutional Holders	4773497	3591846	75.25	3591846	0	100	0
Public-Others	4662670	2570	0.1	2567	3	99.9	0.1
Total	37682892	31841141	84.50	31841138	3	100.0	0.00

**Item no 2: Ordinary Resolution – Declaration of Dividend**

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28246725	28246725	100	28246725	0	100	0
Public – Institutional Holders	4773497	3912517	82.0	3912517	0	100	0
Public-Others	4662670	2571	0.1	2568	3	99.9	0.1
Total	37682892	32161813	85.35	32161810	3	100.0	0.00



**Item No.3: Ordinary Resolution – Re-appointment of Sri.C.R.Anandakrishnan, Director retiring by rotation**

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28246725	28246725	100	28246725	0	100	0
Public – Institutional Holders	4773497	3912517	82.0	3462923	449594	88.5	11.5
Public-Others	4662670	2571	0.1	2548	23	99.1	0.9
Total	37682892	32161813	85.3	31712196	449617	98.6	1.4

**Item No.4: Ordinary Resolution – Appointment of Statutory Auditors for the Company and fix their remuneration**

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28246725	28246725	100	28246725	0	100	0
Public – Institutional Holders	4773497	3912517	82.0	2654558	1257959	67.8	32.2
Public-Others	4662670	2571	0.1	2568	3	99.9	0.1
Total	37682892	32161813	85.3	30903851	1257962	96.09	3.91



**Item No.5: Special Resolution – Appointment of Dr.S.Ranganayaki as an Independent Director**

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28246725	28246725	100	28246725	0	100	0
Public – Institutional Holders	4773497	3899917	81.7	3899917	0	100	0
Public-Others	4662670	2551	0.1	2548	3	99.88	0.1
Total	37682892	32149193	85.32	32149190	3	100.00	0.0

**Item No.6: Ordinary Resolution – Re-appointment of Sri.C.R.Anandkrishnan as Executive Director**

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28246725	28246725	100	28246725	0	100	0
Public – Institutional Holders	4773497	3912517	82.0	3912517	0	100	0
Public-Others	4662670	2571	0.1	2558	13	99.5	0.5
Total	37682892	32161813	85.35	32161800	13	100.0	0.0



**Item No.7: Ordinary Resolution – Ratification of Remuneration of Cost Auditor**

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28246725	28246725	100	28246725	0	100	0
Public – Institutional Holders	4773497	3912517	82.0	3912517	0	100	0
Public-Others	4662670	2571	0.1	2568	3	99.9	0.1
<b>Total</b>	<b>37682892</b>	<b>32161813</b>	<b>85.35</b>	<b>32161810</b>	<b>3</b>	<b>100.0</b>	<b>0.0</b>

**Item No.8: Ordinary Resolution – Appointment of Sri.P.Selvakumar as a Director of the Company**

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28246725	28246725	100	28246725	0	100	0
Public – Institutional Holders	4773497	3912517	82.0	3912517	0	100	0
Public-Others	4662670	2551	0.1	2548	3	99.9	0.1
<b>Total</b>	<b>37682892</b>	<b>32161793</b>	<b>85.35</b>	<b>32161790</b>	<b>3</b>	<b>100.00</b>	<b>0.0</b>



**Item No.9: Ordinary Resolution – Appointment of Sri.P.Selvakumar as a Whole-time Director of the Company**

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	28246725	28246725	100	28246725	0	100	0
Public – Institutional Holders	4773497	3912517	82.0	3912517	0	100	0
Public-Others	4662670	2551	0.1	2548	3	99.9	0.1
<b>Total</b>	<b>37682892</b>	<b>32161793</b>	<b>85.35</b>	<b>32161790</b>	<b>3</b>	<b>100.0</b>	<b>0.0</b>

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

  
**Company Secretary**

27.08.2015


The Chairman,  
12<sup>th</sup> Annual General Meeting,  
K.P.R. Mill Limited,  
(CIN: L17111TZ2003PLC010518)  
Held on Tuesday the 25<sup>th</sup> August 2015 at 11.30 AM at  
Ball Room, Hotel The Residency, 1076, Avinashi Road,  
Coimbatore – 641 018, Tamil Nadu, India.

Dear Sir,

**Sub: Scrutinizer's Report on E-Voting, Ballot through post for the Shareholders who have no access to e-voting and at the poll in the AGM Venue conducted in pursuance to the provisions of Section 108 of the Companies Act, 2013 ("The Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and the applicable clauses of Listing Agreement.**

At the outset, I would like to thank you for appointing me as the Scrutinizer for the remote e-Voting, Physical Ballot through post and voting by your members at the 12<sup>th</sup> Annual General Meeting of your Company held on Tuesday, 25<sup>th</sup> August, 2015 at 11:30 AM.

We are pleased to submit our Scrutinizer's Report which is comprehensive and self-explanatory in all respects.



**A.VETRIVEL, B.Sc., F.C.A.**  
CHARTERED ACCOUNTANT  
M.No. 25028  
1/1, SETH NARAYANDAS LAY-OUT-II  
TATABAD, COIMBATORE - 641 012  
Phone : 2495760, 4378813



## SCRUTINIZER'S REPORT

Name of the Company	K.P.R. MILL LIMITED
Meeting	12 <sup>th</sup> Annual General Meeting
Date & Time	Tuesday, 25 <sup>th</sup> August 2015 at 11.30 AM
Venue	Ball Room, Hotel The Residency, 1076, Avinashi Road, Coimbatore - 641 018, Tamil Nadu, India.

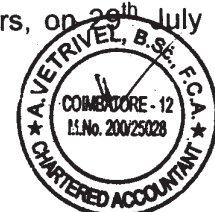
### 1. Appointment as Scrutinizer:

I was appointed as Scrutinizer for the remote e-Voting & Ballot Forms by post, as well the Voting conducted at the 12<sup>th</sup> Annual General Meeting (AGM) of K.P.R. Mill Limited hereinafter referred to as 'the Company' held on Tuesday, August 25, 2015 at 11:30 AM at Ball Room, Hotel The Residency, 1076, Avinashi Road, Coimbatore - 641 018, Tamil Nadu, India.

### 2. Dispatch of Notice convening the Meeting:

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the Notice of the Meeting along with all the required documents referred therein to those members holding shares in the Company as on 17<sup>th</sup> July, 2015

- I. By email on 30<sup>th</sup> July 2015 to 5,214 Members who had registered their email-ids with Depositories/the Company,
- II. In physical form by way of Registered Parcel to 2485 Members, on 29<sup>th</sup> July 2015.



### **3 Cut - off date**

The Voting rights were reckoned as on Wednesday the 18<sup>th</sup> August, 2015, being the cut-off date for the purpose of deciding the entitlements of members for the remote e-Voting, physical ballot form by post, and voting at the Meeting.

### **4. Remote E-voting**

#### **4.1 Agency:**

The Company had appointed KARVY COMPUTERSHARE PRIVATE LIMITED (KARVY) as the Agency for providing the remote e-voting platform.

#### **4.2 Remote e-Voting:**

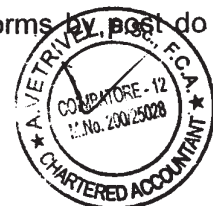
Remote e-Voting was kept open for Three days from 09.00 AM on Saturday, 22<sup>nd</sup> August, 2015 to 5.00 PM on Monday, 24<sup>th</sup> August, 2015 and members were required to cast their votes electronically, conveying their assent or dissent or abstain in respect of all the Ordinary and/or Special Resolutions, on e-Voting platform provided by KARVY

### **5 Ballot Voting:**

5.1 The Company had also provided Physical Ballot Forms along with the pre-paid Postal envelopes to members who could not avail remote e-Voting facility, to vote on the items on the Agenda by post. Members opting to vote in physical form were required to send their duly completed Physical Ballot Form(s) by post so as to reach the Scrutinizer on or before Friday 21st August.2015

### **6 Voting at the AGM:**

6.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015 for the purposes of ensuring that members who have cast their votes through remote e-voting & physical ballot forms by post do



not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting (including physical ballot forms by post) and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted/

6.2 The Company had provided Ballots to those who had not cast vote earlier by e-voting or Ballot through post under my and Registrar & Transfer Agent's supervision.

## 7 Counting Process

7.1 On completion of voting at the Meeting.

A) the KARVY provided us with the List of Members who has cast their votes through poll, with their holding details and details of vote on each of the Resolution

B) The Physical ballot Forms received by post were reconciled with the records, maintained by the Company and Registrar and Transfer Agents with respect to the authorizations/proxies lodged with the Company.

7.2 I, unblocked the remote e-voting results on the KARVY e-voting platform in the presence of Mr.S.Kandaperumal, Coimbatore and Mr.T.A.Krishnakumar, Annur and downloaded the e-voting details.

## 8. Results

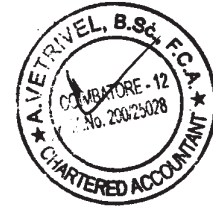
### 8.1 - I, Observed that

- a) 33 members had cast their votes at the meeting out of which 10 was found invalid
- b) 108 members had cast their votes through remote e -voting and
- c) 65 members had cast their votes through physical Ballot Forms by post out of which 3 were found to be invalid after scrutiny.



**8.2** The Consolidated Results with respect to each item of the agenda as set out in the Notice of the 12<sup>th</sup> AGM dated 05<sup>th</sup> May 2015 & its addendum dated 27<sup>th</sup> July 2015 is enclosed

**8.3** Based on the aforesaid results, eight ordinary Resolutions and One Special Resolution as contained in Item No .1 to Item No.9 of the notice dated 05<sup>th</sup> May, 2015 & 27<sup>th</sup> July 2015 have been passed with requisite majority.



## Consolidated Results

Item No. 1: Adoption of Annual Financial Statement as on 31<sup>st</sup> March, 2015 (Ordinary Resolution).

Particulars	Number of votes Contained in								% age
	Remote e-Votes		Ballot Forms		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	44	31838714	56	2424	23	17912	123	31859050	99
Dissent	-	-	3	3	-	-	3	3	0.00
Abstain	2	320672	-	-	-	-	2	320672	1
Total	46	32159386	59	2427	23	17912	128	32179725	100

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No.1** of the Notice dated **5<sup>th</sup> May, 2015** has been passed with requisite majority.

Item No. 2: Declaration of Dividend (Ordinary Resolution)

Particulars	Number of votes Contained in								% age
	Remote e-Votes		Ballot Forms		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	46	32159386	56	2424	23	17912	125	32179722	100
Dissent	-	-	3	3	-	-	3	3	0.00
Abstain	-	-	-	-	-	-	-	-	-
Total	46	32159386	59	2427	23	17912	128	32179725	100

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No.2** of the Notice dated **5<sup>th</sup> May, 2015**, has been passed with requisite majority.

Item No. 3: Re-appointment of Sri. C. R. Anandakrishnan, Director retiring by rotation (Ordinary Resolution)

Particulars	Number of votes Contained in								% age
	Remote e-Votes		Ballot Forms		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	32	31709792	54	2404	22	17896	108	31730092	98.6
Dissent	14	449594	5	23	-	-	19	449617	1.4
Abstain	-	-	-	-	1	16	1	16	0.0
Total	46	32159386	59	2427	23	17912	128	32179725	100

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No.3** of the Notice dated **5<sup>th</sup> May, 2015** has been passed with requisite majority.



Item No. 4: Appointment of the Statutory Auditors for the company and fix their remuneration (Ordinary Resolution)

Particulars	Number of votes Contained in								% age
	Remote e-Votes		Ballot Forms		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	38	30901427	56	2424	22	17896	116	30921747	96.09
Dissent	8	1257959	3	3	-	-	11	1257962	3.91
Abstain	-	-	-	-	1	16	1	16	-
Total	46	32159386	59	2427	23	17912	128	32179725	100

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No.4** of the Notice dated **5<sup>th</sup> May, 2015** has been passed with requisite majority.

Item No. 5: Appointment of Dr. S. Ranganayaki as an Independent Director (Special Resolution)

Particulars	Number of votes Contained in								% age
	Remote e-Votes		Ballot Forms		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	43	32146786	54	2404	22	17896	119	32167086	99.96
Dissent	-	-	3	3	-	-	3	3	0.00
Abstain	3	12600	2	20	1	16	6	12636	0.04
Total	46	32159386	59	2427	23	17912	128	32179725	100

Based on the aforesaid results, **Special Resolution** as contained in **Item No.5** of the Notice dated **5<sup>th</sup> May, 2015** has been passed with requisite majority.

Item No. 6: Re-appointment of Sri. C. R. Anandakrishnan as Executive Director (Ordinary Resolution)

Particulars	Number of votes Contained in								% age
	Remote e-Votes		Ballot Forms		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	46	32159386	55	2414	22	17896	123	32179696	100
Dissent	-	-	4	13	-	-	4	13	0.00
Abstain	-	-	-	-	1	16	1	16	-
Total	46	32159386	59	2427	23	17912	128	32179725	100

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No.6** of the Notice dated **5<sup>th</sup> May, 2015**, has been passed with requisite majority.



Item No. 7: Ratification of Remuneration of Cost Auditor (Ordinary Resolution)

Particulars	Number of votes Contained in										% age
	Remote e-Votes		Ballot Forms		Voting at the AGM		Total				
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	46	32159386	56	2424	22	17896	124	32179706	100		
Dissent	-	-	3	3	-	-	3	3	0.00		
Abstain	-	-	-	-	1	16	1	16	0.00		
Total	46	32159386	59	2427	23	17912	128	32179725	100		

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No.7** of the Notice dated **5<sup>th</sup> May, 2015** has been passed with requisite majority.

Item No. 8: Appointment of Sri.P. Selvakumar as a Director of the Company (Ordinary Resolution)

Particulars	Number of votes Contained in										% age
	Remote e-Votes		Ballot Forms		Voting at the AGM		Total				
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	46	32159386	54	2404	22	17896	122	32179686	100		
Dissent	-	-	3	3	-	-	3	3	0.00		
Abstain	-	-	2	20	1	16	3	36	0.00		
Total	46	32159386	59	2427	23	17912	128	32179725	100		

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No.8** of the Notice dated **27<sup>th</sup> July, 2015** has been passed with requisite majority.

Item No. 9: Appointment of Sri.P. Selvakumar as a Whole -Time Director of the Company (Ordinary Resolution)

Particulars	Number of votes Contained in										% age
	Remote e-Votes		Ballot Forms		Voting at the AGM		Total				
	Number	Votes	Number	Votes	Number	Votes	Number	Votes	Number	Votes	
Assent	46	32159386	54	2404	22	17896	122	32179686	100		
Dissent	-	-	3	3	-	-	3	3	0.00		
Abstain	-	-	2	20	1	16	3	36	0.00		
Total	46	32159386	59	2427	23	17912	128	32179725	100		

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No.8** of the Notice dated **27<sup>th</sup> July, 2015** has been passed with requisite majority.

**AVETRAVEL, B.Sc., F.C.A.**  
**CHARTERED ACCOUNTANT**  
 M.No: 25028

1/1, SETH NARAYANDAS LAY-OUT-II  
 TATABAD, COIMBATORE - 641 012  
 Phone : 2495760, 4378813