

K.P.R. MILL LIMITED

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

30.08.2017

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

BSE 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 **14th Annual General Meeting** of the Members of the Company held on 28th August, 2017.

Ref: Regulation 44 of the Listing Regulation

This is to inform that the 14th Annual General Meeting (AGM) of the Members of the Company was held on Monday, 28th August 2017 at 11.30 AM at Hotel Le Meridien, 762, Avinashi Road, Neelambur, Coimbatore – 641 062 to transact the business mentioned in the notice of the Annual General Meeting dated 03rd May 2017.

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 Regulation 44 of the Listing Regulations, facility of remote e-voting and voting by Ballot at the AGM venue, for those who have not casted their vote through e-voting on all the proposals contained in the AGM Notice dated 03rd May 2017 was provided to the members. The e-voting was held between 09.00 A.M. 25th August 2017 to 05.00 PM 27th August 2017.

All the items of business as mentioned in the 14th Annual General Meeting Notice have been transacted and based on the report of the Scrutinizer, **all the Resolutions** indicated in the notice **have been passed with requisite majority**. The Scrutinizer's report is enclosed for your kind reference.

This is for your kind information.

Thanking you.

Yours faithfully

For K.P.R. Mill Limited


P.Kandaswamy
Company Secretary

Encl: As above

CC: Karvy Computershare Pvt. Ltd, Hyderabad

	K P R MILL LIMITED
Date of the AGM/EGM	28-08-2017
Total number of shareholders on record date	16746 (21.08.2017 - cut off date)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	504
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - To Receive, Consider and Adopt the Audited Financials Statement of Accounts together with Directors Report as also the Auditors Report thereon for the year ended 31st March 2017.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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	E-Voting	55346541	55346541	100.0000	55346541	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		55346541	100	55346541	0	100	0
Public- Institutions	E-Voting	11678267	9907952	84.8409	9907952	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9907952	84.8409	9907952	0	100	0
Public- Non Institutions	E-Voting	6870976	1285	0.0187	1285	0	100.0000	0.0000
	Poll		901	0.0131	901	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2186	0.0318	2186	0	100	0
Total		73895784	65256679	88.3091	65256679	0	100.0000	0.0000



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - Declaration of Dividend on Equity Shares -Rs. 0.75 (15%) on Face Value of Rs.5 Per Share							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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	E-Voting	55346541	55346541	100.0000	55346541	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		55346541	100	55346541	0	100	0
Public- Institutions	E-Voting	11678267	9907952	84.8409	9907952	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9907952	84.8409	9907952	0	100	0
Public- Non Institutions	E-Voting	6870976	1285	0.0187	1285	0	100.0000	0.0000
	Poll		901	0.0131	901	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2186	0.0318	2186	0	100	0
Total		73895784	65256679	88.3091	65256679	0	100.0000	0.0000



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - Appointment of a Director in the place of Sri C R Anandakrishnan who retires by rotation and being eligible, offers himself for the re-appointment							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of 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	E-Voting	55346541	55346541	100.0000	55346541	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		55346541	100	55346541	0	100	0
Public- Institutions	E-Voting	11678267	8251432	70.6563	7175005	1076427	86.9546	13.0453
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8251432	70.6563	7175005	1076427	86.9547	13.0453
Public- Non Institutions	E-Voting	6870976	1031	0.0150	1031	0	100.0000	0.0000
	Poll		901	0.0131	901	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1932	0.0281	1932	0	100	0
Total		73895784	63599905	86.0670	62523478	1076427	98.3075	1.6925



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - Appointment of M/s BSR & CO. LLP, Chartered Accountants, Chennai as Statutory Auditors of the Company and fix their remuneration.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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	E-Voting	55346541	55346541	100.0000	55346541	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		55346541	100	55346541	0	100	0
Public- Institutions	E-Voting	11678267	8251432	70.6563	7523132	728300	91.1736	8.8263
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8251432	70.6563	7523132	728300	91.1737	8.8263
Public- Non Institutions	E-Voting	6870976	1285	0.0187	1285	0	100.0000	0.0000
	Poll		901	0.0131	901	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2186	0.0318	2186	0	100	0
Total		73895784	63600159	86.0674	62871859	728300	98.8549	1.1451



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - Ratification of Remuneration to Cost Auditor Mr.B.Venkateshwar							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of 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	E-Voting	55346541	55346541	100.0000	55346541	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		55346541	100	55346541	0	100	0
Public- Institutions	E-Voting	11678267	9907952	84.8409	9907952	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9907952	84.8409	9907952	0	100	0
Public- Non Institutions	E-Voting	6870976	1285	0.0187	1285	0	100.0000	0.0000
	Poll		901	0.0131	901	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2186	0.0318	2186	0	100	0
Total		73895784	65256679	88.3091	65256679	0	100.0000	0.0000

Note: This report is as per SEBI format, wherein votes 'Abstain" is not considered





No. 1/1, Seth Narayandas Layout-II, Tatabad,
Coimbatore - 641 012. Phone : 2495760, 4378813
E-mail : vetrivelfca@gmail.com

Date :

30.08.2017

The Chairman,
14th Annual General Meeting,
K.P.R. Mill Limited,
(CIN: L17111TZ2003PLC010518)
Held on Monday the 28th August 2017 at 11.30 AM at
Hotel Le Meridien, 762, Avinashi Road, Neelambur,
Coimbatore - 641062.

Dear Sir,

Sub: Scrutinizer's Report on E-Voting & Ballot Voting for the Shareholders 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 Listing Regulations.

At the outset, I would like to thank you for appointing me as the Scrutinizer for the remote e-Voting, voting by the members at the 14th Annual General Meeting of your Company held on Monday, 28th August, 2017 at 11:30 A.M. at Hotel Le Meridien, 762, Avinashi Road, Neelambur, Coimbatore – 641062.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and physical ballot voting on the resolutions contained in the notice of the Fourteenth Annual General Meeting of the Members of the Company dated 03rd May 2017. My responsibility is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions as specified in the Notice of AGM dated 03rd May 2017 based on the reports generated from the remote e-voting system provided by Karvy Computershare Private Limited, the authorized agency to provide e-voting facility and voting conducted at the venue of the AGM.





Date :

I am pleased to submit my Scrutinizer's Report which is comprehensive and self-explanatory in all respects.

SCRUTINIZER'S REPORT

Name of the Company	K.P.R. MILL LIMITED
Meeting	14 th Annual General Meeting
Date & Time	Monday, 28 th August 2017 at 11.30 A.M.
Venue	Hotel Le Meridien, 762, Avinashi Road, Neelambur, Coimbatore – 641062

I was appointed as Scrutinizer for the remote e-Voting & Ballot Voting conducted at the 14th Annual General Meeting (AGM) of K.P.R. Mill Limited hereinafter referred to as 'the Company' held on Monday, August 28, 2017 at 11:30 AM at Hotel Le Meridien, 762, Avinashi Road, Neelambur, Coimbatore – 641 062

1. 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 28th July, 2017

- I. By email on 02nd August 2017 to 14,445 Members who had registered their email-ids with Depositories/the Company,
- II. In physical form by way of Registered Parcel to 2,222 Members, on 2nd August 2017.

2. Cut - off date

The Voting rights were reckoned as on Monday the 21st August, 2017, being the cut-off date for the purpose of deciding the entitlements of members for the remote e-Voting and physical ballot voting at the Meeting.





Date :

3. Remote E-voting

3.1 Agency:

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

3.2 Remote e-Voting:

Remote e-Voting was kept open for Three days from 09.00 A.M. on Friday, 25th August, 2017 to 5.00 P.M. on Sunday, 27th August, 2017 and members were required to cast their votes electronically, conveying their assent or dissent or abstain in respect of all the Ordinary Resolutions, on e-Voting platform provided by KARVY

4. Voting at the AGM:

4.1 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 not vote again at the general meeting, I had access after closure period of remote e-Voting 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.

4.2 The Company had provided Ballots to those who had not cast vote earlier by E-voting under my and KARVY's supervision, at the AGM.

5. Counting Process

5.1 On completion of voting at the Meeting.

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

B) The Physical Ballot Forms received at the AGM were reconciled with the records, maintained by the Company and KARVY with respect to the authorizations/proxies lodged with the Company.

5.2 I, unblocked the remote e-voting results on the KARVY e-voting platform in the presence of Mr. T.A. Krishna, Coimbatore and Mr.S. Kanthaperumal, Coimbatore and downloaded the e-voting details.





Date :

6. Results

6.1 - I, Observed that

- a) 96 members had cast their votes through remote e-voting out of which nothing was found invalid.
- b) 22 members had cast their votes at the meeting out of which nothing was found invalid.

6.2 The Consolidated Results with respect to each item of the agenda as set out in the Notice of the 14th AGM dated 03rd May 2017 is enclosed.

6.3 Based on the aforesaid results, five ordinary Resolutions as contained in Item No .1 to Item No.5 of the notice dated 03rd May, 2017 have been passed with requisite majority.

Thanking You,
Yours Faithfully

A Vetrivel
Chartered Accountant
M.No. 25028



Encl: Consolidated Report

Scrutinizer Consolidated Report

I) Item No 1 of the Notice (As an Ordinary Resolution)

To Receive, Consider and Adopt the Audited Financials Statement of Accounts together with Directors Report as also the Auditors Report thereon for the year ended 31st March 2017.

Manner of voting	Votes in favour of the resolution		Votes against of the resolution		Votes casted as Abstain / Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
Total votes through Remote e-voting and voting at meeting through Physical Ballot	65256679	99.9995	0	0.0000	274	0.0004

Item 1 of Notice stands passed with the requisite majority

II) Item No 2 of the Notice (As an Ordinary Resolution)

Declaration of Dividend on Equity Shares Rs.0.75 (15%) on the Face Value of Rs.5 per Share

Manner of voting	Votes in favour of the resolution		Votes against of the resolution		Votes casted as Abstain / Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
Total votes through Remote e-voting and voting at meeting through Physical Ballot	65256679	99.9995	0	0.0000	274	0.0004

Item 2 of Notice stands passed with the requisite majority



III) Item No 3 of the Notice (As an Ordinary Resolution)

Appointment of a Director in the place of Sri C R Anandakrishnan who retires by rotation and being eligible, offers himself for re-appointment

Manner of voting	Votes in favour of the resolution		Votes against of the resolution		Votes casted as Abstain / Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
Total votes through Remote e-voting and voting at meeting through Physical Ballot	62523478	95.8112	1076427	1.1649	1657048	2.5392

Item 3 of Notice stands passed with the requisite majority

IV) Item No 4 of the Notice (As an Ordinary Resolution)

Appointment of M/s BSR & CO. LLP, Chartered Accountants, Chennai as Statutory Auditors of the Company and fix their remuneration.

Manner of voting	Votes in favour of the resolution		Votes against of the resolution		Votes casted as Abstain / Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
Total votes through Remote e-voting and voting at meeting through Physical Ballot	62871859	96.3450	728300	1.1160	1656794	2.5388

Item 4 of Notice stands passed with the requisite majority




V) Item No 5 of the Notice (As an Ordinary Resolution)

Ratification of Remuneration to Cost Auditor Mr. B Venkateshwar

Manner of voting	Votes in favour of the resolution		Votes against of the resolution		Votes casted as Abstain / Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
Total votes through Remote e-voting and voting at meeting through Physical Ballot	65256679	99.9995	0	0.0000	274	0.0004

Item 5 of Notice stands passed with the requisite majority



A.VETRIVEL, B.Sc., F.C.A.
CHARTERED ACCOUNTANT
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