

K.P.R. MILL LIMITED

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

18.09.2018

BSE Ltd,
The Listing Department,
1st Floor, Rotunda Buildings,
Phiiroze Jeejeebhoy Towers,
Mumbai – 400 001.

National Stock Exchange of India Ltd,
The Listing Department,
Exchange Plaza, Plot: C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051.

Dear Sir,

BSE - 532889 / NSE – KPRMILL

Sub: Proceedings of 15th Annual General Meeting

Further to our filing of the summary of proceedings under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the detailed proceedings of the 15th Annual General Meeting of the Company held on Monday the 27th August, 2018 at 11.30 A.M. at Ball Room, Hotel The Residency 1076, Avinashi Road, Coimbatore – 641018, is filed herewith.

Please take the above on record.

Thanking You.

Yours faithfully

For ~~K.P.R. Mill~~ limited



P.Kandaswamy
Company Secretary

Encl: Proceedings

K.P.R. MILL LIMITED

MINUTES OF THE 15th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON MONDAY THE 27th OF AUGUST, 2018 AT 11.30 A.M. AT BALL ROOM, HOTEL THE RESIDENCY 1076, AVINASHI ROAD, COIMBATORE – 641018.

MEMBERS PRESENT:

In Person - 451
By Proxy - 47

Directors, Statutory Auditors, Secretarial Auditor, Chairman of Audit Committee, Stakeholder Relationship Committee and Nomination & Remuneration Committee, Scrutinizer were all present.

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

The Company Secretary announced "Meeting call to order".

The Quorum being present the Meeting commenced at 11.30 AM with prayer.

The Company Secretary announced the following:

- a. The Register of Directors' shareholding maintained pursuant to the provisions of Section 170 of the Companies Act, 2013 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. 142 numbers of valid Proxies for 8567 Equity Shares have been received within the prescribed time limit. Further, one Authorization pursuant



to Section 113 of the Companies Act 2013 for 20,37,162 Equity Shares has been received from a Body Corporate.

The Chairman welcomed the Members present.

The Chairman stated that the Notice convening the 15th Annual General Meeting of the Company and the Annual Report for the year ended 31st March 2018 were circulated to the Members within the statutory time limit and were also placed on the websites of the Company and hence with the permission of the members present the notice may be taken as read.

The Chairman informed that:

✓ Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and the Regulation 44 of the Listing Regulations, the Company had provided E-voting facility to all the members holding shares of the Company as detailed below to enable them to cast their vote in respect of the resolutions contained in Notice of the Meeting.

- The Company has made E-voting arrangements with M/s.Karvy Computer Share Private Limited (Karvy), who provided the portal for e-voting. The remote E-voting was kept open for 3 (three) days i.e., from 9.00 A.M on 24thAugust, 2018 to 5.00 P.M on 26th August, 2018.

- In the AGM, to facilitate those members present at the AGM, either personally or by Proxy, who had not cast their vote earlier by remote e-voting but would like to vote at the AGM, they were provided with Ballot papers to enable them to exercise their vote in respect of the items of business set out in the Notice of the Meeting.

✓ The Company had appointed Mr.A.Vetrivei, Practicing Chartered Accountant, Coimbatore as Scrutinizer for carrying out E-voting and Ballot Voting in a fair and transparent manner



✓ Accordingly the Scrutinizer has conducted the voting process before the AGM and would conduct the Voting process at AGM. Based on them, he would submit his report on the votes polled, to the Chairman of the Company within 48 hours of conclusion of the meeting.

✓ As per the said report, the results of the voting on the Resolutions, proposed in the Agenda of the meeting will be announced through the websites of the Company, Stock Exchange and the Registrar.

Then the subjects contained in the Agenda were taken up one by one.

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

The Chairman hoped that the Annual Report containing the Financial Reports that has already been circulated to the entire Shareholders would have been perused by the Members and as such the same may be taken as read with the permission of the Members present at the Meeting.

As requested by the Chairman, the Statutory Auditors' M/s. B S R & Co. LLP represented by its Partner Mr. S.Sethuraman read the Auditors Report on the Financials of the Company for the year ended 31st March, 2018.

The Chairman invited the Members for discussions on the subjects. Some of the Members viz., Mr.K.S.Balasubramanian, Mr.Ramasamy Rajah, Mr.Arumugam, Mr.Balasubramanian, Mr. Jerald, Mr. Raja Muralidaran and others participated in the discussions. They Congratulated the Company for achieving meritorious performance; applauded the management for sustained progress; also hailed the step towards consecutive Buybacks; setting up of garment unit at Ethiopia and the venturing into Retail business stating that these moves would strengthen growth prospects of the Company.



Recollecting the various credentials awarded to the Company and the Top Management, such as consistent ranking as TOP 500 India's Largest Companies, 'TOP 100 CEO's, "Self Made Entrepreneur Award for 2017', 'First Generation Entrepreneur Award for Textile Mills, commendable services by offering special coaching through KPR IAS ACADEMY that produced six successful candidates in All India Civil Services Exam 2017-18 and the Management's noble service towards Women Empowerment through offering Higher education facilities to its employees, the Shareholders accorded ovation to the Management. The Chairman thanked the Shareholders for their commendation and replied to various queries on Ethiopia Project, Retail Business entry, Prospects on Sugar business etc,

After the Question & Answers session, the Chairman announced as follows:

- A) Now the Company Secretary will read out the Resolutions in respect of the Subjects contained in the Notice of AGM, one by one.
- B) The members who have not voted earlier may register their vote on those Resolution in the Ballots issued to them

As informed by the Chairman the Company Secretary read out the resolutions one by one as follows:

1. CONSIDERATION OF ANNUAL FINANCIALS

"RESOLVED THAT the Audited Financial Statements of the company for the Financial year ended 31st March 2018 together with the reports of the Board of Directors' and Auditors' thereon, be and are hereby approved and adopted".

The Company Secretary announced that the members who have not voted earlier may register their vote in respect of the aforesaid resolution in the Ballot form.



2. DECLARATION OF DIVIDEND – EQUITY SHARES

“RESOLVED THAT a Dividend of Rs.0.75/- per Equity Share of the Company (15%) for the Financial year 2017-18, be paid to those Shareholders who are entitled for the same”.

The Company Secretary announced that the members who have not voted earlier may register their vote in respect of the aforesaid resolutions in the Ballot form.

3. RE-APPOINTMENT OF RETIRING DIRECTOR Mr. E K SAKTHIVEL

“RESOLVED THAT Mr. E K Sakthivel, who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company”.

The Company Secretary announced that the members who have not voted earlier may register their vote in respect of the aforesaid resolution in the Ballot form.

4. TO RE-APPOINT Dr.K.SABAPATHY AS INDEPENDENT DIRECTOR:

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr.K.Sabapathy (holding DIN 00001794), who was appointed as an Independent Director and who holds such office up to 31.03.2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company up to 31.03.2024.”



The Company Secretary announced that the members who have not voted earlier may register their vote in respect of the aforesaid resolution in the Ballot form.

5. TO RE-APPOINT MR. G.P.MUNIAPPAN AS INDEPENDENT DIRECTOR:

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr.G.P.Muniappan (holding DIN 01653599), who was appointed as an Independent Director and who holds such office up to 31.03.2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company up to 31.03.2024."

The Company Secretary announced that the members who have not voted earlier may register their vote in respect of the aforesaid resolution in the Ballot form.

6. TO RE-APPOINT MR. K.N.V.RAMANI AS INDEPENDENT DIRECTOR:

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr..K.N.V.Ramani (holding



DIN 00007931), who was appointed as an Independent Director and who holds such office up to 31.03.2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company up to 31.03.2024."

The Company Secretary announced that the members who have not voted earlier may register their vote in respect of the aforesaid resolution in the Ballot form.

7. TO RE-APPOINT MR. A.M.PALANISAMY AS INDEPENDENT DIRECTOR:

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr.A.M.Palanisamy (holding DIN 00112303), who was appointed as an Independent Director and who holds such office up to 31.03.2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company up to 31.03.2024."

The Company Secretary announced that the members who have not voted earlier may register their vote in respect of the aforesaid resolution in the Ballot form.

8. TO RE-APPOINT MR. C.THIRUMURTHY AS INDEPENDENT DIRECTOR:

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act,



2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr.C.Thirumurthy (holding DIN 00001991), who was appointed as an Independent Director and who holds such office up to 31.03.2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company up to 31.03.2024."

The Company Secretary announced that the members who have not voted earlier may register their vote in respect of the aforesaid resolution in the Ballot form.

9. REMUNERATION TO COST AUDITOR

"RESOLVED that pursuant to Section 148 and other applicable provisions if any of the Companies Act, 2013 and the Rules made there under and pursuant to the recommendations of Audit Committee the remuneration of Rs.50,000 (plus service tax and out of pocket expenses if any for the purpose of audit) payable to Sri.B.Venkateswar, Cost Accountant (M.No.27622), as approved by the Board of Directors for conducting the audit of Cost Accounting Records of the Company for the financial year ending 31st March, 2019 be and is hereby ratified and confirmed.

The Company Secretary announced that the members who have not voted earlier may register their vote in respect of the aforesaid resolution in the Ballot form.



The Chairman thanked the Members for attending the AGM and for their active deliberation at the Meeting.

The members were requested to drop their Voting papers in the ballot boxes placed at the meeting hall after registering their votes therein.

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

With the following statement by the Company Secretary, the Meeting was concluded at 01.00 P.M.

"The Meeting is concluded".

Coimbatore
30.08.2018

Sd/-
CHAIRMAN

Note: It may be noted that, as per the report of the scrutinizer the entire resolutions 1 to 9 contained in the notice of the 15th AGM were passed with requisite majority.



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

Company Secretary