



K.P.R. MILL LIMITED

Registered Office : No.9, Gokul Buildings, 1st Floor,
A.K.S. Nagar, Thadagam Road, Coimbatore - 641 001.

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CIN : L17111TZ2003PLC010518

Email : investors@kprmill.com Website : www.kprmilllimited.com

NOTICE OF 13th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 13th Annual General Meeting of the Members of the Company will be held on **Thursday the 25th August 2016 at 11.30 AM at Ball Room, Hotel The Residency, 1076, Avinashi Road, Coimbatore-641 018** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of Accounts together with Directors' Report as also the Auditors Report thereon for the year ended 31st March, 2016.
2. To declare dividend on:
 - i. 7% Redeemable Cumulative Non-Convertible Preference Shares.
 - ii. Equity Shares.
3. To appoint a Director in the place of Sri. P. Selvakumar (holding DIN: 07228760) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Deloitte Haskins and Sells, Chartered Accountants (ICAI Registration No.0080725) as Statutory Auditors of the Company to hold office from the conclusion of this Meeting till the conclusion of next Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS:

5. **To consider and if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution :**

"RESOLVED that pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Sri. E.K. Sakthivel (DIN: 01876822) who was appointed as an Additional Director of the Company in the Meeting of Board of Directors held on 09.03.2016 and holds office up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

6. **To consider and if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution:**

"RESOLVED that pursuant to the Provisions of Section 196, 197, 198 and other provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, the approval of the Company be and is hereby accorded to the appointment of Sri. E.K. Sakthivel as 'Whole-Time Director' of the Company with the designation of 'Executive Director' for a period of five years from 09.03.2016 to 08.03.2021 at a Monthly Remuneration of ₹ 1,50,000 (all inclusive).

7. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:**

"RESOLVED that pursuant to Section 148 and other applicable provisions if any of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee the remuneration of ₹ 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, 2017 be and is hereby ratified and confirmed.

By Order of the Board of Directors

Coimbatore

28.04.2016

K. P. Ramasamy

Chairman

Notes :

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying**

voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution / authority, as applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business of the meeting, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 19th August 2016 to 25th August 2016 (Both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of dividend, if approved by the Members.
4. The dividend as recommended by the Board, if declared at the meeting will be paid before 15th September 2016 to those Members:
 - (a) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/Registrar and Transfer Agent on or before 24th August 2016 and
 - (b) whose names appear as Beneficial Owners in the list of Beneficial Owners on 18th August 2016 to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the bank account details furnished by the Shareholders/Depositories for depositing of dividends. Please furnish Bank account details/change to Depositories, if not provided.
6. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market, Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent/the Company.
7. Under Section 125 of the Companies Act, 2013 the amount of share application money refund & dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has accordingly, transferred / will

transfer the following amounts to the Investor Education and Protection Fund of the Central Government during the Financial Year.

S. No	Name of Account	Amount (₹)	Transferred / To be Transferred
1.	Final Dividend 2007-08	1,02,924	Transferred on 23.10.2015
2.	Final Dividend 2008-09	54,832	To be transferred before 04.11.2016

The Ministry of Corporate Affairs (MCA) on May 10, 2012 notified the IEPF (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules 2012 (IEPF Rules) which are applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc., In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the Final Dividend 2007-08 on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the Website of the Company viz. www.kprmillimited.com.

8. Details under Schedule V of the listing regulations in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
9. Electronic copy of the Annual Report 2015-16 is being sent to the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. **For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.**
10. Electronic copy of the Notice of the 13th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their e-mail address, physical copies of the Notice inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. Members may also note that the Notice of the 13th Annual General Meeting and the Annual Report 2015-16 will also be available on the Company's website www.kprmillimited.com for download. The Physical copies of the aforesaid documents will also be available at the

Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company's investor e-mail id **investors@kprmill.com**.

12. a. The voting rights of shareholders shall be in proportion to their shareholding in the paid up equity share capital of the Company as on the cut-off date of 18th August, 2016.
- b. The facility for voting shall also be made available at the meeting and members attending the meeting who have not already cast their vote may exercise their vote at the meeting.
- c. Voting through electronic means
In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Regulation 44 of the Listing Regulations, the Company is pleased to offer e-voting facility to its members in respect of the businesses to be transacted at the 13th Annual General Meeting (AGM). The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the authorised agency to provide e-voting facility.

The Procedure and instructions for e-voting are as under:

Open your web browser during the voting period and navigate to 'http://evoting.karvy.com' Enter the login credentials (i.e., user-id & password) mentioned on the e-mail or in the Attendance Slip. Your folio / DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the Company.
Password	Your Unique password is printed on the AGM Attendance Slip / via e-mail forwarded through the electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- i. Please contact toll free No. 1-800-34-54-001 for any further clarifications.
- ii. Members can cast their vote online from Monday, 22nd August 2016, 9.00 AM to Wednesday, 24th August 2016, 5.00 PM.

- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computer share Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile, e-mail ID etc., on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- vii. If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login ID and password are to be used.
- viii. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not want to cast, select 'ABSTAIN'
- ix. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- x. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xi. Corporate/Institutional Members (corporate /FIs/FIIs/ FPIs /Trust/Mutual Funds/Banks/etc.,) are required to send scan (PDF format) of the relevant Board Resolution to the Scrutinizer through e-mail to **vetrivelfca@gmail.com** with copy to **evoting@karvy.com**. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
- d. Sri. A. Vetrivel, Practising Chartered Accountant, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- e. The Scrutinizer after scrutinizing the votes cast at the Meeting by Voting at AGM Venue and through remote e-voting, make a consolidated Scrutinizer's Report and submit the same forthwith or not later than two days of conclusion of the meeting to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
- f. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company (www.kpmillimited.com) and on the website of the Karvy (<http://evoting.karvy.com>). The Results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.
- g. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 25th August, 2016 subject to receipt of the requisite number of votes in favour of the Resolutions.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10 A.M. to 5 P.M) on all working days except Saturdays, upto and including the date of the Annual General Meeting of the Company.
- 14. As the Company has provided e-voting / postal voting facility in term of Regulation 44 of the listing regulations, and section 108 of the Companies Act, 2013 members may please note that they can use only one mode of voting either through e-Voting or by Post or by voting at AGM venue. The scrutinizer will collate the votes downloaded from the e-voting system, votes received through postal voting and votes casted at AGM venue, to declare the final result for each of the resolutions forming part of the notice of annual general meeting.**

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 & 6

Sri. E.K. Sakthivel, Head Operations of the Company, was appointed as an Additional Director of the Company by the Board of Directors in its Meeting held on 9th March, 2016 on the recommendation of the Nomination and Remuneration Committee. Pursuant to Section

149 of the Companies Act, 2013, Sri.E.K.Sakthivel will hold his office upto the date of the ensuing Annual General Meeting and is eligible for appointment as a Director. The Company has received a notice in writing from a shareholder proposing his candidature for the office of Director under the provisions of Section 160 of the Companies Act, 2013 along with the required deposit amount.

The Board of Directors has, in the said meeting, also appointed Sri. E.K. Sakthivel as the 'Whole-Time Director' of the Company in the designation of 'Executive Director' for a period of Five years with effect from 9th March, 2016 subject to the approval of members in General Meeting at a monthly remuneration as set out in the Resolution and as has been recommended by the 'Nomination & Remuneration Committee' of the Company. Sri. E.K. Sakthivel, a Post Graduate in Business Administration has over a decade of experience in the Production and Marketing of Apparels. The detailed profile of Sri. E.K. Sakthivel as required by the Listing Regulation / Companies Act is annexed.

The present Resolution along with the above explanatory details may be treated as an abstract under section 102 of the Companies Act relating to the terms of his appointment.

Except Sri. E.K. Sakthivel as appointee and Sri. KPD Sigamani, Managing Director, as his relative none of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the Resolution.

Item No.7

The Board of Directors at the meeting held on 28th April, 2016, based on the recommendation of the Audit Committee, appointed Sri. B. Venkateswar, B.Sc, ACA (M.No:27622), Cost Accountant, Coimbatore, as Cost Auditor for the Financial Year ending 31st March, 2017 at a remuneration of ₹ 50,000 Service Tax and reimbursement of out of pocket expenses at actual. As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the said Cost Auditor has to be ratified by the Shareholders and hence the resolution under Item No. 7 is placed for your approval.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the resolution.

By Order of the Board of Directors

Coimbatore
28.04.2016

K. P. Ramasamy
Chairman

DETAILS AS PER LISTING REGULATIONS / COMPANIES ACT OF THE APPOINTEES

Name of the Director	Sri. P. Selvakumar	Sri. E. K. Sakthivel
Date of Birth	13.06.1974	16.04.1983
Date of Appointment	27.07.2015	09.03.2016
Expertise in specific functional area	<p>Sri. P. Selvakumar, M.Com, aged 41 years, has over two Decades of experience in the accounts, finance and taxation areas. He joined K.P.R. in 1996. His acumen in accounting field accredited him to head the accounting activities of the Company till 2008. Subsequently, considering his wide knowledge and skill, he was elevated as 'Manager (Taxation)'. Since then he has been functioning as such, looking after the matters pertaining to Direct & Indirect Taxation relating to all entities in KPR Group. Besides, through his versatile ability, liaising with the offices of Central and State Government and representing the Company on all matters of importance. In recognition of his strong dedication & involvement and with a view to accord representation to the Employee at Board level, the Management inducts him as a Director of the Company.</p>	<p>Sri. E.K. Sakthivel, B.Com, MBA, aged 33 years, has over 10 years of experience in Production & Marketing of Apparels. He joined the Management Team of KPR Mill Limited (K.P.R.) in 2007, as 'Head-Operations' (Garment Division), Tirupur and has been functioning as such. Since his appointment, the Garment Unit, Tirupur had seen a rapid growth in the volume of Business and performance. Considering his significant role in formulation and implementation of various Business plans in the Garment segment, he was involved in Expansion and Modernisation schemes and setting up of new units of K.P.R. His marketing skills secured new International Buyers besides widening the business from existing clientele. Presently he oversees the operations of the new 'State-of-the Art' Garment unit at Thekkalur, catering to the requirements of Top International Brands.</p>
Qualification	M.Com	M.B.A.
Directorship held in other public Companies (Excluding foreign and private Companies)	K.P.R. Sugar Mill Limited	Nil
Chairmanship / Membership of Committees in other Indian Public Companies	Nil	Nil
Shares in the Company No.of Shares	Nil	Nil
Relationship between Directors inter-se	None	Wife's Father : Sri. KPD Sigamani