



# K.P.R. MILL LIMITED

CIN: L17111TZ2003PLC010518

**Registered Office :** No. 9, Gokul Building, A.K.S. Nagar,  
Thadagam Road, Coimbatore - 641 001

**Corporate Office :** 1st Floor, Srivari Shrimat, 1045,  
Avinashi Road, Coimbatore - 641 018.

Ph : 0422-2207777 Fax : 0422-2207778.

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

## NOTICE OF 18<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **18<sup>th</sup> Annual General Meeting** of the Members of **K.P.R. Mill Limited** will be held at **02.30 P.M** India Standard Time (IST) on **Thursday, the 09<sup>th</sup> day of September 2021**, through **Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement together with Directors Report and the Auditors Report thereon for the year ended 31<sup>st</sup> March, 2021.
2. To declare dividend on Equity Shares.
3. To appoint a Director in the place of Mr.E.K.Sakthivel (Holding DIN: 01876822) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. **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 Audit Committee the remuneration of ₹ 50,000/- (plus GST and out of

pocket expenses if any for the purpose of audit) payable to Mr.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 31<sup>st</sup> March, 2022 be and is hereby ratified and confirmed."

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

**"RESOLVED THAT** pursuant to the provisions of section 14 of the Companies Act, 2013, and other applicable provisions read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of members of the Company be and is hereby accorded to the alteration of the existing Articles of Association of the Company by adoption of a new set of Articles of Association in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** Mr.P.Nataraj, Managing Director of the Company and Mr.P.Kandaswamy, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper

or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies/Ministry of Corporate Affairs), in connection with the adoption of the new set of Articles of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions.

Place: Coimbatore  
Date: 28.04.2021

By Order of the Board of Directors  
**K.P. Ramasamy**  
Chairman  
DIN: 00003736

**Notes:**

1. 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.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing norms to be followed and pursuant to the General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and General Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 & Circular No. SEBI/HO/CFD/CMD2/CIR/P /2021/11 dated 15<sup>th</sup> January 2021 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), conduct of the Annual General Meeting ("AGM") through VC / OAVM without the physical presence of the Members at the Common Venue. The deemed venue for the 18<sup>th</sup> AGM shall be the Registered office of the Company.
3. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 18<sup>th</sup> AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and cast their Votes through e-Voting.
4. The Register of the Members and Share Transfer Books of the Company shall remain closed from 03.09.2021 to 09.09.2021 (Both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of dividend, if approved by the Members.
5. The dividend as recommended by the Board, if declared at the meeting will be paid on or before 27.09.2021 to those members:
  - (a) Whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of Shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Thursday, 02.09.2021 and
  - (b) Whose names appear as Beneficial Owners in the list of Beneficial Owners on 02.09.2021 to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
6. The dividend/s, if any, approved by the Members or declared by the Board of Directors of the Company from time to time, will be paid as per the mandate registered with the Company or with their respective Depositories Participants.
7. **Further in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/documents by email to reach the Company's email address investors@kprmill.com by 27<sup>th</sup> August, 2021.**
  - a. A signed request letter mentioning your name, folio number, complete address and following details relating to bank account in **Which the dividend is to be received:**

- i) Name and Branch of Bank and Bank Account type;
- ii) Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
- iii) 11 digit IFSC Code;
  - a. Self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
  - b. Self-attested scanned copy of the PAN Card; and
  - c. Self-attested scanned copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.

8. In the event the Company is unable to pay the dividend to any member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ bankers Cheque/demand draft to such Member, at the earliest once the normalcy is restored.
9. 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.

10. 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.
11. Under Section 125 of the Companies Act, 2013 and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules 2016 the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date and the underlying Shares in respect of those Unclaimed Dividends are 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 and Shares to the Investor Education and Protection Fund of the Central Government during the financial year.

#### Transfer of Unclaimed Dividends to IEPF Account

S.No	Dividend	Date of Transfer	Amount of Transfer(₹)
01	Interim Dividend 2012-2013	10-06-2020	73,311.00
02	Final Dividend 2012-2013	12-10-2020	88,740.00
03	Interim Dividend 2013-2014	14-12-2020	95,944.00

#### Shares transferred to IEPF Demat Account:

No of Share Holder	No of Shares	Date of Transfer
4	300	13-11-2020
6	421	11-12-2020
2	240	19-01-2021

The Members whose Dividends / Shares are transferred to the IEPF Authority can now claim their Dividends /Shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

In pursuance of the IEPF (uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules 2012 (IEPF Rules) whose objective is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc., the Company has uploaded the information in respect of the Unclaimed Dividends on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors Section" on the Website of the Company viz. [www.kpmilllimited.com](http://www.kpmilllimited.com)

Members are requested to contact the Registrars KFin Technologies Private Limited for encashing the unclaimed dividends standing to the credit of their account. Please note that as mentioned above both Unpaid/Unclaimed Dividends for a period of Seven years and the underlying Shares will be transferred to IEPF Account.

12. Details of shareholding and Directors'/KMP inter-se relationship with Director(s) seeking election/re-election/ changes in terms as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, are Annexed to this Notice.
  13. Members attending the AGM through VC / OAVM shall also be considered for the purpose of reckoning the quorum under section 103 of the Act.
  14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup> May 2020, **Annual Report for the year 2020 - 21 is being sent only through electronic mode** to those members whose email addresses are registered with the Company/Depository Participant(s).
  15. **In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup> May 2020, Notice of the 18<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depository Participant(s).**
  16. Members may also note that the Notice of the 18<sup>th</sup> Annual General Meeting and the Annual Report 2020-21 will also be available on the Company's website [www.kpmilllimited.com](http://www.kpmilllimited.com) and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited.
  17. Since the AGM will be held through VC Facility, the Route Map is not annexed in this Notice.
  18. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.
  19. Soft copies of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members who request for the same, during the AGM.
- A The voting rights of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of 02.09.2021.**

**B The facility for voting shall also be made available at the meeting through VC and members joining the meeting who have not already cast their vote shall be eligible to vote through e-voting system available during the AGM.**

**C Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting ("remote e-voting") using an electronic voting system provided by Central Depository Services (India) Limited ('CDSL') as an alternative, for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting/e-voting during AGM. The instructions provided hereafter for e-voting explain the process and manner for generating/receiving the password and for casting of vote(s) in a secure manner.

The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the

Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

**THE INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period begins on Monday, 06<sup>th</sup> September, 2021 at 09.00 A.M. and ends on Wednesday, 08<sup>th</sup> September, 2021 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 02.09.2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting there after.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD /CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the share holders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/mveasi/Registration/Easi">https://web.cdslindia.com/mveasi/Registration/Easi</a> Registration.</li> <li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/Evoting">https://evoting.cdslindia.com/Evoting/Evoting</a> Login. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="345 214 1482 661">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="345 715 1482 842">2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="345 895 1482 1342">3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>



**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login Type	Help desk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>▪ Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>▪ If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [vetrivelfca@gmail.com](mailto:vetrivelfca@gmail.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**
1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. **Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/folio number, email id, mobile number at [investors@kprmill.com](mailto:investors@kprmill.com) on or before 05.00 PM IST on Wednesday 01<sup>st</sup> September, 2021. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at [investors@kprmill.com](mailto:investors@kprmill.com) on or before 05.00 PM IST on Wednesday 01<sup>st</sup> September, 2021. These queries will be replied to by the Company suitably by email.**
8. **Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.**
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at [investors@kprmill.com](mailto:investors@kprmill.com)
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

- D. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting shall not vote by e-voting conducted during the Meeting.
- E. Mr. A.Vetrivel, Practising Chartered Accountant, Coimbatore, Membership No: 025028 has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- F. The Scrutinizer after scrutinizing the votes cast at the Annual General Meeting 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 authorized by him in writing, who shall countersign the same.
- G. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company [www.kprmilllimited.com](http://www.kprmilllimited.com) and on the website of the Central Depository

Services (India) Limited ('CDSL'). The Results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.

- H. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. subject to receipt of the requisite number of votes in favour of the Resolutions.
20. As the Company has provided remote e-voting/ e-voting during AGM facility in term of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 108 of the Companies Act, 2013 members may please note that there will be only one mode of voting either through remote e-voting/e-voting during Annual General Meeting. The scrutinizer shall after the conclusion of voting at the AGM, will first count the votes casted during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and 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.4**

The Board of Directors at the meeting held on 28<sup>th</sup> April 2021, based on the recommendation of the Audit Committee, appointed Mr.B.Venkateswar, B.Sc., ACA (M.No:27622), Cost Accountant, Coimbatore, as Cost Auditor for the Financial Year ending 31<sup>st</sup> March, 2022 at a remuneration of ₹50,000/- plus GST 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.4 is placed for your approval.

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

#### **Item No. 5**

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors in its meeting held on 28<sup>th</sup> April, 2021 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the entire exclusion of existing Articles of Association of the Company.

The new set of Articles of Association to be substituted in the place of existing Articles of Association is based on the provisions of the Companies Act 2013 and Table F of Schedule I to the said Act.

The proposed new set of Articles of Association is being uploaded in the Company's website [www.kprmilllimited.com](http://www.kprmilllimited.com) for the perusal of shareholders.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your Directors commend passing of this resolution by way of a special resolution. None of the Directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 5.

By Order of the Board of Directors  
**K.P. Ramasamy**  
Chairman  
DIN: 00003736

Place: Coimbatore  
Date: 28.04.2021

## PROFILE OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2

<b>Name of the Director</b>	<b>Mr. E.K. Sakthivel</b>
<b>DIN</b>	01876822
<b>Date of Birth</b>	16.04.1983
<b>Date of appointment on the Board</b>	09.03.2016
<b>Qualifications</b>	M.B.A.
<b>Expertise in specific functional area</b>	<p>Mr. E.K. Sakthivel, born on 16.4.1983, is a Commerce Graduate and completed MBA in 2005 from Bharathiar University. He has over 13 years of experience in Production &amp; Marketing of Apparels. He joined the Management Team of KPR Mill Limited (KPR) 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 KPR. His managerial competence elevated him as an 'Executive Director' of the Company in 2016. His marketing skills secured new International Buyers besides widening the business from existing clientele. Presently he oversees the operations and some of the Spinning Mills of the Company, the new 'State-of-the Art' 'Garment unit at Thekkalur, catering to the requirements of Top International Brands. His active involvement in furtherance of the growth prospects of the Company has led him to take the responsibility of managing the operations of the Retail business "FASO" that the Company has recently ventured.</p>

<b>Name of the Director</b>	<b>Mr. E.K. Sakthivel</b>
<b>No. of Board Meetings attended during the year</b>	Five out of Five
<b>Directorship held in other Public Companies (excluding foreign, private and Subsidiary Companies)</b>	Nil
<b>Chairmanships/ Memberships of Committee of other Boards (*)</b>	Nil
<b>Shareholding in the Company-No. of Shares</b>	Nil
<b>Inter-se relationship with other Directors &amp; Key Managerial Personnel</b>	Wife's Father : Mr. KPD Sigamani
<b>Terms of Reappointment including Remuneration</b>	Retires by rotation
<b>Remuneration Last drawn</b>	₹ 18 Lakhs

(\*) – Includes Audit Committee and Stakeholders Relationship Committee but exclude committee of Subsidiary Companies, Foreign Companies, Private Limited Companies and Companies under Section 8 of the Companies Act, 2013.



# K.P.R. MILL LIMITED

CIN: L17111TZ2003PLC010518

**Registered Office :** No. 9, Gokul Building, A.K.S. Nagar,  
Thadagam Road, Coimbatore - 641 001

**Corporate Office :** 1st Floor, Srivari Shrimat, 1045,  
Avinashi Road, Coimbatore - 641 018.

Ph : 0422-2207777 Fax : 0422-2207778.

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

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**ADDENDUM TO NOTICE DATED 28<sup>th</sup> APRIL, 2021 CONVENING 18<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY SCHEDULED TO BE HELD ON THURSDAY THE 09<sup>th</sup> DAY OF SEPTEMBER 2021 AT 02.30 PM INDIAN STANDARD TIME (IST), THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM') DEEMED TO HAVE BEEN HELD AT THE REGISTERED OFFICE OF THE COMPANY**

**To: Shareholders of K.P.R. MILL LIMITED**

Dear Shareholders

Please refer to the Notice of 18<sup>th</sup> Annual General Meeting ("AGM") of K.P.R. Mill Limited (The "Company") dated 28<sup>th</sup> April, 2021 convening the AGM on 9<sup>th</sup> September 2021, which is forwarded to the shareholders of the Company. The Board of Directors in its meeting held on 27<sup>th</sup> July 2021, subject to the approval of members of the Company, has recommended sub-division of Equity shares of the Company and for consequential amendment to Capital Clause in the Memorandum of Association of the Company as detailed in the draft resolutions given below.

The following Subjects are now included in the said AGM Notice as new item nos 6 & 7 under 'Special Business.'

**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 Sections 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned authority(ies) or bodies, consent of the members of the Company be and is hereby accorded for the sub-division of one Equity Share of the Company having face value of ₹ 5/- each in the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of the Company into 5 (Five) Equity Shares having a face value ₹ 1/- each.

**RESOLVED FURTHER THAT** on sub-division, 5 (Five) Equity Shares of face value of ₹ 1/- each be allotted in lieu of existing 1 (one) Equity Share of ₹ 5/- each subject to the terms of the Memorandum and Articles of Association of the Company.



**RESOLVED FURTHER THAT** on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of ₹5/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the 'Record Date' to be fixed by the Company and the Company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its power herein conferred to any committee of directors or the Managing Director or any Director(s) and / or any other Key Managerial Personnel or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle any question, difficulty or doubt that may arise in this regard and to fix record date, execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** steps already taken by the Board, if any, as may be necessary including the delegation of all or any of its power herein conferred, be and are hereby ratified."

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

**"RESOLVED THAT** subject to the provisions of Sections 13, 61(1)(d) and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment there off or the time being in force) and subject to such other approval(s) from the concerned Authority (ies), Clause V of the Memorandum of Association of the Company relating to Capital be substituted by the revised clause as given below:

V. The Authorised Share Capital of the Company is ₹ 55,00,00,000/- (Rupees Fifty Five Crores Only) consisting of 45,00,00,000 (Forty Five Crores only) Equity Shares of ₹ 1/- each (Rupee One only) and 10,00,000 (Ten Lakhs Only) 7% Redeemable Cumulative Non-Convertible Preference Shares of ₹ 100/- each (Rupees Hundred only) with power to increase or reduce or alter the capital in accordance with the provisions of the Companies Act, 2013.

By Order of the Board of Directors  
**K.P. Ramasamy**  
Chairman  
DIN: 00003736

Place: Coimbatore  
Date: 27.07.2021

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 6**

In order to improve the liquidity of KPR's Equity Share by making it more affordable to small investors and also to broad base the small investors, the Board of Directors of the Company, in its meeting held on 27th July 2021 has recommended to Sub-divide (split) the nominal value of the one Equity Share of ₹ 5/- (Rupees Five only) each into 5 (Five) Equity Shares of ₹ 1/- (Rupee One only) each, subject to the approval of the Members of the Company (Members). Article 15 (C) of the Articles of Association of the Company permits sub-division of shares subject to approval of Members. Pursuant to the provisions of Section 61 of the Companies Act, 2013 the approval of the members is sought for sub-division of Shares by way of a resolution and the same is placed for your approval. The Board commends the Resolutions for the approval of the Members. After approval, the Board of Directors or Committee thereof will fix the record date for the purpose of ascertaining the list of members whose shares shall be sub-divided, as proposed above and the same shall be notified to the members through appropriate communication.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution, except to the extent of Equity Shares held by them in the Company.

### **Item No. 7**

The aforesaid sub-division of Equity Shares would require amendment to the existing Capital Clause V of the Memorandum of Association to alter the face value of present Equity share of the face value of ₹ 5 (Rupees Five only) each into ₹ 1 (Rupee One only) per share. Pursuant to the provisions of Section 13 of the Companies Act, 2013 the approval of the members is sought for the amendment to Clause V of the Memorandum of Association by way of special resolution. The Board commends the Special Resolutions for the approval of the Members. A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days upto the date of this meeting. It is also being uploaded in the Company's website [www.kprmilllimited.com](http://www.kprmilllimited.com) for the perusal of shareholders.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid Special Resolution, except to the extent of Equity Shares held by them in the Company.

Place: Coimbatore  
Date: 27.07.2021

By Order of the Board of Directors  
**K.P. Ramasamy**  
Chairman  
DIN: 00003736



