

K.P.R. MILL LIMITED

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

19.03.2022

The Listing Department
BSE Limited
1st Floor, Rotunda Buildings,
PhirozeJeejeebhoy Towers,
Mumbai-400 001

SCRIP CODE: 532889

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

SYMBOL: KPRMILL

Dear Sir / Madam,

Sub: Postal Ballot Notice dated 14.03.2022 – Disclosure under Regulation 30 of the SEBI (LODR) Regulations, 2015

We enclose a copy of the Postal Ballot Notice dated 14.03.2022 (“**Postal Ballot Notice**”). The Postal Ballot Notice, will be sent to all the shareholders whose names appear in the register of members/beneficial owners received from the Depositories as on 18.03.2022 (“**cut-off date**”), seeking their approval for Special Resolution as set out in the Postal Ballot Notice, only through remote e-voting.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to all its members. The **Voting** through e-voting will **commence from Tuesday, 22.03.2022 (09.00 A.M. IST) and shall end on Thursday, 21.04.2022 (05.00 P.M. IST)**. The **results** of the Postal Ballot will be **announced on or before Saturday, 23.04.2022**.

The above information is also available on the website of the Company: www.kprmilllimited.com

This is for your kind information and records.

Thanking you,

Yours faithfully,

For K.P.R. Mill Limited



P. Kandaswamy
Company Secretary

Encl: As above



K.P.R. MILL LIMITED

CIN: L17111TZ2003PLC010518

Regd. Office: No. 9, Gokul Buildings, A.K.S. Nagar, Thadagam Road,
Coimbatore - 641 001, India

Tel.:+91-0422-2207777, Fax:+91-0422-2207778,

Website: www.kprmilllimited.com; E-mail: investors@kprmill.com

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 READ WITH SECTION 108 OF THE COMPANIES ACT, 2013 AND RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Dear Members,

Notice is hereby given, pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the "Companies Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules") including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), each as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021 ("MCA Circulars"), to transact the special business as considered in the resolution appended below for the Re-appointment of the Executive Chairman of the Company is proposed to be passed as Special Resolution through Postal Ballot only by way of remote e-voting ("remote e-voting").

The Board of Directors of the Company at its meeting held on 14.03.2022 ("Board Meeting") has, subject to the approval of the shareholders of the Company by way of Special Resolution through postal ballot only by way of remote e-voting and subject to approvals of Statutory, Regulatory or Governmental Authorities as may be required under applicable laws, approved the re-appointment of the Executive Chairman of the Company for a further period.

Pursuant to the provisions of Section 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V, and applicable SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 it is necessary to obtain the consent of the Members holding equity shares of the Company by way of a Special Resolution for the re-appointment of Executive Chairman. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the Resolution appended below through remote e-voting.

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable provisions of the Companies Act, pertaining to the said Resolution setting out the material facts and the reasons therefore, is also appended. The said Resolution and explanatory statement setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ("Notice"). Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Shri. A. Vetrivel, a Practicing Chartered Accountant as the scrutinizer (the "Scrutinizer") for the remote e-voting process.

In accordance with the MCA Circulars, Postal ballot notice and the remote e-voting instructions are being sent only by email to those members who have registered their email address with their Depository Participants ("DPs") or with KFin Technologies Limited, Registrar and Share Transfer Agent of the Company and whose names appears in the Register of Members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") as on March 18, 2022 ("Cut-off Date") and the communication of assent / dissent of the members on the resolution proposed in the Notice will only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing only remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The instructions for remote e-voting are appended to this Notice. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to its Members. The Notice is also available on the website of the Company i.e., www.kprmilllimited.com

Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes through remote e-voting. The

remote e-voting module will be disabled after the business hours i.e. 5.00 pm IST on Thursday, 21st April, 2022 for voting by the members.

The Scrutinizer will submit his report to the Chairman or in his absence a person authorized by him in writing, after completion of scrutiny of the remote e-voting process in a fair and transparent manner. The results of the Postal Ballot will be announced on or before 23.04.2022 and will be displayed at the Registered Office of the Company and communicated to BSE Limited (the “BSE”) and the National Stock Exchange of India Limited (the “NSE”) where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company’s website: www.kprmillimited.com and on the website of CDSL at www.evotingindia.com . The last date specified for remote e-voting shall be the date on which the Resolution would be deemed to have passed, if approved by the requisite majority.

The members are requested to consider and, if thought fit, pass the following Resolution:

SPECIAL BUSINESS

Approval for Re-appointment of Chairman

1. 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 196, 197 and 198 and other applicable 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, and the Regulations under the SEBI (LODR), Mr.K.P.Ramasamy (holding DIN: 00003736) be and is hereby re-appointed as Executive Chairman of the Company for a period of 5 (Five) years from 01.04.2022 to 31.03.2027 upon the Remuneration, Perquisites, Terms and Conditions as detailed below.

Remuneration

I. Salary: Rs.6,00,000/- (Rupees Six lakhs only) per month Rs.72,00,000/- (Rupees Seventy Two Lakhs) per annum.

II. Provident Fund: As per the rules of the Company and as applicable to other employee of the Company, Contribution to provident fund, super annuation fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

III. Gratuity: As per the rules of the Company and as applicable to other employees of the company at a rate not exceeding half a month's salary for each completed year of service.

IV. Encashment of Leave: Encashment of leave at the end of tenure as per the Rules of the Company.

V. Medical reimbursement: Medical expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of 3 years.

VI. Leave Travel Concession: For self and family once in a year in accordance with the rules of the Company.

VII. Club fees: Fees of Clubs subject to maximum of two clubs, excluding admission and life membership fees.

VIII. Car, telephone at Residence: Car with driver for use of the Company's' business, Mobile Phone and telephone at residence. Personal and long distance calls and use of car for private purpose shall be billed by the Company.

IX. Commission: 2½ (Two and a half percent) of the net profits of the Company arrived at as per Section 198 of the Companies Act, 2013 read with Schedule V subject to a cap of Rs.5 Crores.

X. Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year during the tenure of his re-appointment, he shall be paid the above remuneration subject to the provisions of Schedule V.

**By Order of the Board of Directors
For K.P.R. Mill Limited**

**Sd/-
P. Kandaswamy
Company Secretary**

Place: Coimbatore

Date: 14.03.2022

NOTES:

1. The Board of Directors of the Company has appointed Shri A. Vetrivel, a Practicing Chartered Accountant as the Scrutinizer for conducting the postal ballot only by way of remote e-voting, in a fair and transparent manner.
2. The Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, as on the close of working hours on 18.03.2022 i.e. Cut Off Date.
3. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on Friday, March 18, 2022 ("Cut-off Date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Thursday, April 21, 2022. All the members of the Company as on the Cut-off Date shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the Cut-off Date shall treat this notice for information purpose only.
4. Due to the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide MCA Circulars, has permitted companies to conduct the postal ballot by sending the notice in electronic form only. Accordingly, physical copy of the postal ballot notice along with postal ballot form and pre-paid business reply envelope will **not** be sent to the members for this postal ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide facility of remote e-voting, to enable its members to cast their votes electronically in respect of the resolutions as set out in this postal ballot notice ('remote e-voting'). The Company has engaged the services of CDSL to provide remote e-voting facility to its Members.
6. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 P.M. (IST) on Thursday, 21st April 2022. Remote e-voting will be blocked

immediately thereafter by CDSL and no e-voting will be allowed beyond the said date and time.

7. Members can vote on the Resolutions only through remote e-voting. Remote e-voting will commence at 9:00 A.M. (IST) on Tuesday, March 22, 2022 and will end at 5:00 P.M. (IST) on Thursday, April 21, 2022. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, March 18, 2022, i.e. Cut-off Date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
8. The Scrutinizer will submit his final report to the Chairman as soon as possible after the last date of receipt for Postal Ballot Form but not later than 5.00 p.m. on Saturday, 23rd April 2022. The Results of the remote e-voting will be displayed at the Registered Office, displayed on the website of the Company i.e. www.kprmilllimited.com and on the website of CDSL at www.evotingindia.com and intimated to the stock exchanges on which the shares of the Company are listed.
9. The Resolution shall be deemed to be passed on the last date of the voting i.e., 21st April, 2022 after declaration of the results of the postal ballot.
10. The Postal Ballot Notice is also being uploaded on the Company's website viz. www.kprmilllimited.com and of CDSL viz. www.evotingindia.com .
11. All documents referred to in this Postal Ballot Notice, Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 5.00 p.m. on all working days except Saturdays, Sundays and national holidays.

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EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 AND 110 SETTING OUT THE MATERIAL FACTS PERTAINING TO THE RESOLUTIONS

With the approval of the Shareholders of the Company through Postal Ballot, on 25.03.2020, the Executive Chairman and the Managing Directors of the Company were reappointed for a further term. While the Managing Directors were reappointed for five-year term, considering the then prevailing SEBI (LODR) requirement to split the role of Chairman and Managing Director w.e.f. 01.04.2022, Mr.K.P.Ramasamy was reappointed as Executive Chairman of the Company for a period of 2 years from 01.04.2020 to 31.03.2022. SEBI has recently relaxed the said requirement from mandatory to voluntary. Taking into account the pivotal role played by Mr. K.P.Ramasamy in steering the growth of the Company to a commendable level and realizing the need for his continued full- time participation in the affairs of the Company to sustain the growth momentum, it was strongly felt that his reappointment for a further term as Executive Chairman should be considered. Accordingly, the proposal for his reappointment has been forwarded to the Nomination and Remuneration Committee. The Committee considered his background, experience, skills, expertise, competence and strategic plans ahead and recommended his reappointment for a further term to the Board of Directors.

As per the provisions of Section 196 (3) (a) of the Companies Act 2013, the re-appointment of Mr. K.P.Ramasamy who has crossed the age of 70 years has to be justified.

Mr.K.P.Ramasamy (KPR), the Founder, Mentor and Chairman has built the Textile Empire 'KPR Group', on fabulous values with the able and emphatic support of his younger Brothers. 'Quality' is the watchword, be it the products KPR Group manufactures or the service it provides. Its outstanding Five Star rated HR facilities, including the extension of Higher Education facilities to employees, authored by KPR, are the Industry acclaimed. Beyond being a very successful Entrepreneur, all through strenuous and enduring efforts, the brilliance of a man is in contributing to the society from what he has earned.

The migrated employees' determination to stay at our factories without going back to their Hometown during the Covid Lockdown itself would stand as testimony to the goodwill earned by KPR in the employment arena.

His drive towards eco-friendly environment installed several windmills at Tamilnadu and established Co-gen cum Sugar Plant at Karnataka to source green power that meets most of KPR's power requirements. KPR is a **keen environmentalist** and is passionate about sustainable business. He was instrumental in planting more than one lakh fifty

thousand trees in the Villages and at Units; Re-cycling waste water at all plants and uses it for productive purposes; Producing Bio-gas from human waste, thereby reducing usage of LPG; Installation of a massive Effluent Treatment Plant with zero discharge system and adoption of new technology ensuring economized water consumption at its Processing facility. His strategic plans & dynamic management crowned him as one of the 'Top 100 CEO's of India' and ranked KPR Mill Limited as one of the Top 500 Listed Companies by various business magazines successively. Commemorating his accomplishments KPR has been honored with numerous awards including the prestigious '**Doctorate, D.Litt.** (Honoris Causa) by the renowned Kalinga University, Odisha.

As the Company requires his dynamic plans and guidance to sustain its growth level it was decided by the Board that his continued association and efforts would be highly beneficial to the Company and recommended his re-appointment for a further term on the terms set out in the resolution subject to the approval of the Shareholders of the Company.

Commending his request not to consider any increase in his remuneration for this term also, the Board unanimously decided to re-appoint him for a further term of 5 years on the following terms subject to the approval of the Shareholders of the Company. Hence the Resolution is placed for your approval. The Board commends the resolution for the approval of shareholders of the Company.

Details of the aforesaid Director whose re-appointment is proposed is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr.K.P.Ramasamy, Executive Chairman, as the appointee, his Brothers M/s. KPD Sigamani & P.Nataraj and his Son C.R.Anandakrishnan, Directors are interested in the resolution set out in the Notice with regard to his re-appointment. The relatives of the aforesaid Director may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolutions set out in the Notice for approval by the members'.

ANNEXURE**DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS:**

Name of the Director	Mr. K.P.Ramasamy (Executive – Chairman)
DIN	00003736
Date of Birth	01.05.1949
Date of appointment on the Board	09.01.2007
Qualifications	Pre-University College Education
Expertise in specific functional area	<p>Mr.K.P.Ramasamy, the Chairman of KPR Group has over Four decades of experience in the Textile Industry. His dynamic business planning and innovative thoughts in Human resources have made KPR Mill limited a trend setter in the industry. His concern for green energy enabled KPR Mill Limited to source 100% of its power requirement through in-house wind and Cogen Power. His environment friendly drive created Ethanol production capacities in the wholly owned Subsidiary Companies.</p> <p>He monitors the Projects, HR and Production activities. The tireless and sustained efforts of Mr.K.P.Ramasamy and his brothers M/s. KPD Sigamani & P.Nataraj enabled creation of 12 Manufacturing units with over 24000 Employees. As a Rotarian, he has sponsored several Welfare Projects. He is a Trustee in K.P.R. Charities that runs KPR Institute of Engineering and Technology and KPR College of Arts, Science & Research extending quality education to the society. He is also a trustee in KPR IAS Academy that provides excellent coaching to the aspirants of competitive exams. His services to the society have honoured him with multiple awards including Doctorate D.Litt. (Honoris Causa)' by Kalinga Deemed to be University, Odisha</p>
No. of. Board Meetings attended during the year	Five out of Five

Directorship held in other Public Companies (excluding Foreign, Private and Subsidiary Companies)	K.P.R. Developers Limited
Chairmanships/ Memberships of Committees of other Boards(*)	Nil
Shareholding in the Company – No. of Shares	7,16,21,810
Relationship between Directors inter-se	Brothers: Mr.KPD Sigamani & Mr.P.Nataraj Son: Mr.C.R.Anandakrishnan
Terms of Reappointment including Remuneration	Furnished in the resolution
Remuneration Last Drawn (FY 2020-21)	Rs. 572.00 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.

**By Order of the Board of Directors
For K.P.R. Mill Limited**

Sd/-

Place:Coimbatore

Date: 14.03.2022

**P. Kandaswamy
Company Secretary**

INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING ('REMOTE E-VOTING')

In compliance with the provisions of section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, the Company is pleased to offer its Members facility to exercise their right to vote in respect of the business as stated in Postal Ballot Notice dated 14.03.2022 of the Company to be transacted only through remote e-voting service.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorized Agency to provide the facility of casting of votes by using an electronic voting system ("e-voting").

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Tuesday, 22nd March 2022 at 9.00 A.M and ends on Thursday, 21st April 2022 at 5.00 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 of 18.03.2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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 shareholders.

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.

- (iii) 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 **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on

	<p>registered Mobile & 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	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 NSDL	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

(iv) Login method for e-voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website 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 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:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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 as mentioned in instruction (v).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for K.P.R. Mill Limited for which you wish to cast your vote.

- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) **Facility for Non – Individual Shareholders and Custodians - Remote e-voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 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 if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 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 for e-voting through Depository.

If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to 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 or call on 022-23058542/43.