



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

**CIN: L17111TZ2003PLC010518**

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## **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 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023, (“MCA Circulars”), to transact the special business as considered in the resolution appended below to be passed as Special Resolutions through Postal Ballot only by way of remote e-voting (“remote e-voting”):

<b>S.No</b>	<b>Particulars</b>
1	Appointment of Mr.M.Alagiriswamy (DIN: 02112350) as an Independent Director
2	Appointment of Mr.R.Sridharan (DIN: 00018356) as an Independent Director
3	Appointment of Mr.K.Thangavelu (DIN: 08993868) as an Independent Director

4	Appointment of Mr.K.V.Ramananda Rao (DIN: 09170522) as an Independent Director
5	Removal of cap on commission payable to Mr.K.P.Ramasamy, Executive Chairman of the Company
6	Removal of cap on commission payable to Mr.KPD Sigamani, Managing Director of the Company
7	Removal of cap on commission payable to Mr.P.Nataraj, Managing Director of the Company

The Board of Directors of the Company at its meeting held on 21.03.2024 (“Board Meeting”) has, subject to the approval of the shareholders of the Company by way of Special Resolutions 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 above resolutions.

It is necessary to obtain the consent of the Members holding equity shares of the Company by way of Special Resolutions. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the Resolutions 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 Resolutions setting out the material facts and the reasons therefore, is also appended. The said Resolutions 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 Mr.A.Vetrivel, a Practicing Chartered Accountant, Membership No: 25028 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 NSDL Database Management 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 29, 2024 (“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 National Securities Depository Limited 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.kprmillimited.com](http://www.kprmillimited.com) and in the websites of BSE Limited (the “BSE”), the National Stock Exchange of India Limited (the “NSE”) and National Securities Depository Limited (the “NSDL”) i.e., <https://www.evoting.nsdl.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, 2<sup>nd</sup> May, 2024 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 06.05.2024 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](http://www.kprmillimited.com) and on the website of NSDL at <https://www.evoting.nsdl.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**

### **Item no. 1 - Appointment of Mr.M.Alagiriswamy (DIN:02112350) as an Independent Director**

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 Sections 149, 150, 152, 161(1), Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”)

read with Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the Articles of Association of the Company and Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) and based on recommendations of the Nomination and Remuneration Committee and consent of the Board of Directors, Mr.M.Alagiriswamy (DIN: 02112350), who was appointed as an Additional Director in the capacity of an Independent Director with effect from April 1, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not be liable to retire by rotation to hold office for a term of five consecutive years from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029.”

**Item no. 2 - Appointment of Mr.R.Sridharan (DIN: 00018356) as an Independent Director**

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 Sections 149, 150, 152, 161(1), Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the Articles of Association of the Company and Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) and based on recommendations of the Nomination and Remuneration Committee and consent of the Board of Directors, approval of members be and is hereby accorded for appointment of Mr.R.Sridharan (DIN: 00018356), who was appointed as an Additional Director in the capacity of an Independent Director with effect from April 1, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, as an Independent Director of the Company, not be liable to retire by rotation to hold office for a term of five consecutive years from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029.”

### **Item no. 3 - Appointment of Mr.K.Thangavelu (DIN: 08993868) as an Independent Director**

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 Sections 149, 150, 152, 161(1), Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the Articles of Association of the Company and Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) and based on recommendations of the Nomination and Remuneration Committee and consent of the Board of Directors, approval of members be and is hereby accorded for appointment of Mr.K.Thangavelu (DIN: 08993868), who was appointed as an Additional Director in the capacity of an Independent Director with effect from April 1, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, as an Independent Director of the Company, not be liable to retire by rotation to hold office for a term of five consecutive years from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029.”

### **Item no. 4 - Appointment of Mr.K.V.Ramananda Rao (DIN: 09170522) as an Independent Director**

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 Sections 149, 150, 152, 161(1), Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the Articles of Association of the Company and Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) and based on recommendations of the Nomination and Remuneration Committee and consent of the Board of Directors, approval of members be and is hereby accorded for appointment of Mr.K.V.Ramananda Rao (DIN: 09170522), who was appointed as an Additional Director

in the capacity of an Independent Director with effect from April 1, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, as an Independent Director of the Company, not be liable to retire by rotation to hold office for a term of five consecutive years from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029.”

**Item no. 5 - Removal of cap on commission payable to Mr.K.P.Ramasamy, Executive Chairman of the Company**

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

“**RESOLVED THAT** pursuant to Sections 197, 198 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in partial modification of the earlier Resolution No: 1 passed by the shareholders of the Company through Postal Ballot on 21.04.2022 relating to the Remuneration payable to Mr. K.P. Ramasamy, Chairman of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members be and is hereby accorded to delete the words ‘Subject to a Cap of Rs.5Crores’ in the terms of his re-appointment under Clause IX of the Resolution and the said Clause be read as follows:

**Commission:** 2 ½ (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.

It was noted that apart from the above, there is no change in the terms and conditions of his re-appointment and remuneration and the overall Managerial Remuneration will be within the limit prescribed u/s 197 of the Companies Act, 2013.”

**Item no. 6 - Removal of cap on commission payable to Mr.KPD Sigamani, Managing Director of the Company**

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

**“RESOLVED THAT** pursuant to Sections 197, 198 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in partial modification of the earlier Resolution No: 2 passed by the shareholders of the Company through Postal Ballot on 23.03.2020 relating to the Remuneration payable to Mr.KPD Sigamani, Managing Director of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members be and is hereby accorded to delete the words ‘Subject to a Cap of Rs.5 Crores’ in the terms of his re-appointment under Clause IX of the Resolution and the said Clause be read as follows:

**Commission:** 2 ½ (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.

It was noted that apart from the above, there is no change in the terms and conditions of his re-appointment and remuneration and the overall Managerial Remuneration will be within the limit prescribed u/s 197 of the Companies Act, 2013.”

**Item no. 7 - Removal of cap on commission payable to Mr.P.Nataraj, Managing Director of the Company**

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

**“RESOLVED THAT** pursuant to Sections 197, 198 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in partial modification of the earlier Resolution No: 3 passed by the shareholders of the Company through Postal Ballot on 23.03.2020 relating to the Remuneration payable to Mr.P.Nataraj, Managing Director of the Company and based on the

recommendations of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members be and is hereby accorded to delete the words 'Subject to a Cap of Rs.5 Crores' in the terms of his re-appointment under Clause IX of the Resolution and the said Clause be read as follows:

**Commission:** 2 ½ (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.

It was noted that apart from the above, there is no change in the terms and conditions of his re-appointment and remuneration and the overall Managerial Remuneration will be within the limit prescribed u/s 197 of the Companies Act, 2013.”

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

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

**Place: Coimbatore**

**Date: 21.03.2024**



## **NOTES:**

1. The Board of Directors of the Company has appointed Mr.A.Vetrivel, a Practicing Chartered Accountant, Membership No: 25028 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 29.03.2024 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 29, 2024 (“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, May 2, 2024. 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 as for information purpose only.
4. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through 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 National Securities Depository Limited 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, May 2, 2024. Remote e-voting will be blocked immediately thereafter by NSDL 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, April 2, 2024 and will end at 5:00 P.M. (IST) on Thursday, May 2, 2024. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, March 29, 2024 i.e. Cut-off Date, may cast their vote electronically. The e-voting module shall be disabled by NSDL 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. (IST) on Thursday, May 2, 2024. The Results of the remote e-voting will be displayed at the Registered Office, displayed on the website of the Company i.e. [www.kprmillimited.com](http://www.kprmillimited.com) and on the website of NSDL at <https://www.evoting.nsdl.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., May 2, 2024 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.kprmillimited.com](http://www.kprmillimited.com) and of NSDL at <https://www.evoting.nsdl.com/>.
11. All documents referred to in this Postal Ballot Notice, Explanatory Statement setting out material facts are open for inspection by the Members only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e., May 2, 2024.

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

**Item No.1**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and other applicable provisions the Board of Directors at its meeting held on March 21, 2024, upon the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr.M.Alagiriswamy (DIN: 02112350) as an Additional Director in the capacity of Independent Director of the Company for a term of five consecutive years w.e.f. 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 subject to the approval of members through a special resolution.

In the opinion of the Board, Mr.M.Alagiriswamy fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr.M.Alagiriswamy's background, experience and expertise are aligned to the role, capabilities and desired attributes identified by the NRC and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment is justified due to the following reasons:

- He is a reputed Chartered Accountant, Tax Consultant
- He has rich experience in industry; profession; educational Institutions and in Public Bodies & Local Authorities.
- He is practicing since 1978, auditing leading Industries, Educational Institutions, reputed Hospitals in and around Coimbatore.

The resolution seeks the approval of members for the appointment of Mr.M.Alagiriswamy as an Independent Director of the Company for a term of 5 consecutive years from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr.M.Alagiriswamy as an Independent Director of the Company, vide special resolution as set out above.

As on the date of appointment i.e., 01.04.2024, no Director, Key Managerial Personnel (KMP) or their relatives except Mr.M.Alagiriswamy, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

Copy of draft letter of appointment setting out the terms and conditions of appointment are available for inspection by the members in the website of the Company at [www.kprmillimited.com](http://www.kprmillimited.com) .

## **Item No.2**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and other applicable provisions the Board of Directors at its meeting held on March 21, 2024, upon the recommendation of the Nomination and Remuneration Committee, appointed Mr.R.Sridharan (DIN:00018356) as an Additional Director in the capacity of Independent Director of the Company for a term of five consecutive years w.e.f. 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 subject to the approval of members through a special resolution.

In the opinion of the Board, Mr.R.Sridharan fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr.R.Sridharan's background, experience and expertise are aligned to the role, capabilities and desired attributes identified by the NRC and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment is justified due to the following reasons:

- He is a veteran practicing Company Secretary and former President of the Institute of Company Secretaries of India (ICSI), New Delhi. He has more than 4 decades of experience in serving multiple organizations.
- He is also the founder of R. Sridharan & Associates, a firm of Company Secretaries providing advisory services to over 300 clients for the past 25 years. He possesses vast experience in the field of Academics.
- He has served as a regular faculty member of the ICSI-SIRC. He has also presented a long list of papers, articles and talks to multiple academic forums and journals.
- Some of his key contributions include his articles to the “Chartered Secretary” journal and his talks at various professional development programs organized by the regional councils, chapters, Madras University, ICAI and Institute of Directors at London.
- He has also conducted a number of Peer Reviewer Programs all over India and has been appointed as a member of the Independent Evaluation Committee constituted by RBI.
- He served as the President of the ICSI in 2014-15 closely associating with multiple committees during his tenure. He currently serves as a member of the Peer Review Committee of the ICSI and also regular faculty member of the Institute of Directors (IOD).

The resolution seeks the approval of members for the appointment of Mr.R.Sridharan as an Independent Director of the Company for a term of 5 consecutive years from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the

appointment of Mr.R.Sridharan as an Independent Director of the Company, vide special resolution as set out above.

As on the date of appointment i.e., 01.04.2024, no Director, Key Managerial Personnel (KMP) or their relatives except Mr.R.Sridharan, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 2.

The Board recommends the special resolution as set out in Item no. 2 of this notice for the approval of members.

Copy of draft letter of appointment setting out the terms and conditions of appointment are available for inspection by the members in the website of the Company at [www.kprmilllimited.com](http://www.kprmilllimited.com) .

### **Item No.3**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and other applicable provisions the Board of Directors at its meeting held on March 21, 2024, upon the recommendation of the Nomination and Remuneration Committee, appointed Mr.K.Thangavelu (DIN: 08993868) as an Additional Director in the capacity of Independent Director of the Company for a term of five consecutive years w.e.f. 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 subject to the approval of members through a special resolution.

In the opinion of the Board, Mr.K.Thangavelu fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr.K.Thangavelu's background, experience and expertise are aligned to the role, capabilities and desired attributes identified by the NRC and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment is justified due to the following reasons:

- He is a Chartered Accountant (Rank Holder).
- He served Indian Overseas Bank for about 15 years under 'Commercial Banking' both in India and Foreign Countries
- Subsequently he has held position such as 'Finance Head' in Textile Garment

Company at Thailand and Vice President - Finance & administration for 8 years at a Hospital

The resolution seeks the approval of members for the appointment of Mr.K.Thangavelu as an Independent Director of the Company for a term of 5 consecutive years from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr.K.Thangavelu as an Independent Director of the Company, vide special resolution as set out above.

As on the date of appointment i.e., 01.04.2024, no Director, Key Managerial Personnel (KMP) or their relatives except Mr.K.Thangavelu, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 3.

The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of members.

Copy of draft letter of appointment setting out the terms and conditions of appointment are available for inspection by the members in the website of the Company at [www.kprmilllimited.com](http://www.kprmilllimited.com) .

#### **Item No.4**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and other applicable provisions the Board of Directors at its meeting held on March 21, 2024, upon the recommendation of the Nomination and Remuneration Committee, appointed Mr.K.V.Ramananda Rao (DIN: 09170522) as an Additional Director in the capacity of Independent Director of the Company for a term of five consecutive years w.e.f. 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 subject to the approval of members through a special resolution.

In the opinion of the Board, Mr.K.V.Ramananda Rao fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr.K.V.Ramananda Rao's background, experience and expertise are aligned to the role, capabilities and desired attributes identified by the NRC and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment is justified due to the following reasons:

- He is expertise in several private equity/ structured debt funding transactions, inbound & outbound M&A transactions across multi-culture, multi-regulatory environments.
- He also has significant capital market experience having handled several IPOs, Rights Issues, Open Offers and Buyback offers.

The resolution seeks the approval of members for the appointment of Mr.K.V.Ramananda Rao as an Independent Director of the Company for a term of 5 consecutive years from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr.K.V.Ramananda Rao as an Independent Director of the Company, vide special resolution as set out above.

As on the date of appointment i.e., 01.04.2024, no director, Key Managerial Personnel (KMP) or their relatives except Mr.K.V.Ramananda Rao, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 4.

The Board recommends the special resolution as set out in Item no. 4 of this notice for the approval of members.



Copy of draft letter of appointment setting out the terms and conditions of appointment are available for inspection by the members in the website of the Company at [www.kprmilllimited.com](http://www.kprmilllimited.com) .

### **Item No.5, 6 and 7**

With the approval of the Shareholders of the Company through Postal Ballot, on 21.04.2022, Mr.K.P.Ramasamy was reappointed as Executive Chairman of the Company for a period of 5 years from 01.04.2022 to 31.03.2027 and Mr. KPD Sigamani and Mr.P.Nataraj, Managing Directors of the Company were reappointed for a period of 5 years from 01.04.2020 to 31.03.2025 on 23.03.2020 through Postal Ballot.

During COVID period the above Managerial Personnel had voluntarily and generously self-imposed a restriction on the Commission payable to them by fixing a Cap on it (i.e) 2.5% on the net profit of the Company subject to a Cap of Rs.5 Crores. The Nomination and Remuneration Committee in its meeting held on 27.01.2024 has considered that as the situation has improved drastically such restriction has become irrelevant and hence their self-imposed Cap on the Commission may be revoked and recommended to the Board of Directors of the Company that the self-imposed cap on the Commission on the Net Profit of the Company payable may be discarded subject to the approval of 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.

Apart from the above there is no other change in the terms and conditions of their re-appointment and remuneration and the overall Managerial Remuneration payable will be within the limit prescribed u/s 197 of the Companies Act, 2013.

Mr.K.P.Ramasamy, Executive Chairman, Mr.KPD Sigamani & Mr. P.Nataraj Managing Directors as recipients and Mr.C.R.Anandakrishnan & Mr.E.K.Sakthivel, Executive Directors as their relatives are becoming interested in the resolution set out in the Notice with regard to removal of Cap on Commission payable to them. 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.

## ANNEXURE

### DETAILS OF DIRECTORS 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:

<b>Name of the Director</b>	<b>Mr.M.Alagiriswamy</b>
<b>DIN</b>	02112350
<b>Date of Birth</b>	02.05.1952
<b>Date of appointment on the Board</b>	01.04.2024
<b>Terms of appointment</b>	For 5 consecutive years with effect from 1 <sup>st</sup> April 2024, subject to approval of the Shareholders of the Company.
<b>Qualifications</b>	B.SC, FCA
<b>Expertise in specific functional area</b>	<p>Mr. M. Alagiriswamy, Coimbatore, a B.Sc. Graduate in Chemistry, is a reputed Chartered Accountant, Tax Consultant, a Dedicated Correspondent of Educational Institution and an enthusiastic Rotarian and Freemason of Lodge GKD 221.</p> <p>He has rich experience in industry; profession; educational Institutions and in Public Bodies &amp; Local Authorities.</p> <p>He is practicing since 1978, auditing leading Industries, Educational Institutions, reputed Hospitals in and around Coimbatore. He is the Chairman &amp; Correspondent of Geethanjalee Mat. Hr. Sec. School, Coimbatore.</p> <p>Correspondent &amp; Treasurer of Bharathiya Vidhya Bhavan Matric Hr. Sec School, Coimbatore Kendra &amp; Bharathiya Vidhya Bhavan Public School - Ajjanur. Managing Trustee of AVM foundation; A trustee of Shanthi Ashram, Kovaipudur &amp; 'Save Our Daughters India Trust' and 'Lodge GKD 221 Charitable Trust'.</p> <p>He is also a Director in Lotus Eye Hospital &amp; Institute Limited</p>

	and an Active Member of Rotary Club of Coimbatore West.
<b>No. of. Board Meetings attended during the year</b>	NA
<b>Directorship held in other Public Companies (excluding Foreign, Private and Subsidiary Companies)</b>	Lotus Eye Hospital & Institute Limited
<b>Chairmanships/ Memberships of Committees of other Boards(*)</b>	Lotus Eye Hospital & Institute Limited
<b>Shareholding in the Company – No. of Shares</b>	NIL
<b>Inter-se relationship with other Directors &amp; Key Managerial Personnel</b>	NIL
<b>Terms of Reappointment including Remuneration</b>	Furnished in Explanatory Statement
<b>Remuneration Last Drawn</b>	NIL
<b>Declaration</b>	In accordance with BSE Circular Ref No. LIST/COMP/14/2018-19 & NSE Circular Ref No: NSE/CML/2018/24 dated June 20, 2018, we confirm that Mr.M.Alagiriswamy is not debarred from holding the office of Director of the Company, by virtue of any SEBI order or any other such authority.

(\*) – 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.

<b>Name of the Director</b>	Mr.R.Sridharan
<b>DIN</b>	00018356
<b>Date of Birth</b>	25.06.1959
<b>Date of appointment on the Board</b>	01.04.2024
<b>Terms of appointment</b>	For 5 consecutive years with effect from 1 <sup>st</sup> April 2024, subject to approval of the Shareholders of the Company.
<b>Qualifications</b>	B. Com, FCS
<b>Expertise in specific functional area</b>	<p>Mr. R. Sridharan, Chennai, is a B.Com graduate and a Fellow member of the Institute of Company Secretaries of India (FCS). He is a veteran practicing Company Secretary and former President of the Institute of Company Secretaries of India (ICSI), New Delhi. He has more than 4 decades of experience in serving multiple organizations such as Murugappa Group, Best &amp; Crompton etc. He is also the founder of R. Sridharan &amp; Associates, a firm of Company Secretaries providing advisory services to over 300 clients for the past 25 years. He possesses vast experience in the field of Academics. He has served as a regular faculty member of the ICSI-SIRC. He has also presented a long list of papers, articles and talks to multiple academic forums and journals. Some of his key contributions include his articles to the "Chartered Secretary" journal and his talks at various professional development programs organized by the regional councils, chapters, Madras University, ICAI and Institute of Directors at London.</p> <p>He has also conducted a number of Peer Reviewer Programs all over India and has been appointed as a member of the Independent Evaluation Committee constituted by RBI.</p> <p>He served as the President of the ICSI in 2014-15 closely associating with multiple committees during his tenure. He currently serves as a member of the Peer Review Committee of the ICSI and also regular faculty member of the Institute of Directors (IOD).</p>

<b>No. of. Board Meetings attended during the year</b>	NA
<b>Directorship held in other Public Companies (excluding Foreign, Private and Subsidiary Companies)</b>	NIL
<b>Chairmanships/ Memberships of Committees 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>	NIL
<b>Terms of Reappointment including Remuneration</b>	Furnished in Explanatory Statement
<b>Remuneration Last Drawn</b>	NIL
<b>Declaration</b>	In accordance with BSE Circular Ref No. LIST/COMP/14/2018-19 & NSE Circular Ref No: NSE/CML/2018/24 dated June 20, 2018, we confirm that Mr. R. Sridharan is not debarred from holding the office of Director of the Company, by virtue of any SEBI order or any other such authority.

(\*) – 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.

<b>Name of the Director</b>	Mr.K.Thangavelu
<b>DIN</b>	08993868
<b>Date of Birth</b>	06.12.1952
<b>Date of appointment on the Board</b>	01.04.2024
<b>Terms of appointment</b>	For 5 consecutive years with effect from 1 <sup>st</sup> April 2024, subject to approval of the Shareholders of the Company.
<b>Qualifications</b>	B.Sc., FCA
<b>Expertise in specific functional area</b>	Mr. K. Thangavelu, Coimbatore, a B.Sc. Chemistry Graduate is a Chartered Accountant (Rank Holder). He served Indian Overseas Bank for about 15 years under 'Commercial Banking' both in India and Foreign Countries. Subsequently he has held position such as 'Finance Head' in Textile Garment Company at Thailand and Vice President - Finance & administration for 8 years at a Hospital. He is a Director in Birin Spinning Mills Limited and C S Corporate Solutions Private Limited.
<b>No. of. Board Meetings attended during the year</b>	NIL
<b>Directorship held in other Public Companies (excluding Foreign, Private and Subsidiary Companies)</b>	Birin Spinning Mills Limited
<b>Chairmanships/ Memberships of Committees of other Boards(*)</b>	Birin Spinning Mills Limited
<b>Shareholding in the Company – No. of Shares</b>	NIL
<b>Inter-se relationship with other Directors &amp; Key Managerial Personnel</b>	NIL

<b>Terms of Reappointment including Remuneration</b>	Furnished in Explanatory Statement
<b>Remuneration Last Drawn</b>	NIL
<b>Declaration</b>	In accordance with BSE Circular Ref No. LIST/COMP/14/2018-19 & NSE Circular Ref No: NSE/CML/2018/24 dated June 20, 2018, we confirm that Mr.K.Thangavelu is not debarred from holding the office of Director of the Company, by virtue of any SEBI order or any other such authority.

(\*) – 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.

<b>Name of the Director</b>	Mr.K.V.Ramananda Rao
<b>DIN</b>	09170522
<b>Date of Birth</b>	26.07.1972
<b>Date of appointment on the Board</b>	01.04.2024
<b>Terms of appointment</b>	For 5 consecutive years with effect from 1 <sup>st</sup> April 2024, subject to approval of the Shareholders of the Company.
<b>Qualifications</b>	PGDBM
<b>Expertise in specific functional area</b>	Mr.K.V.Ramananda Rao (“Kv”), Hyderabad is a Post Graduate Diploma in Business Management from T A Pai Management Institute, Manipal. He started his career in 1996 with Ind Global Financial Trust Ltd (IGFT), a boutique Investment Bank and was with IGFT till June 2000. He joined Ernst & Young during June 2000 and was part of the Corporate Finance team till September 2009. During 2009, Kv joined KPMG as a Partner to set-up and lead its Corporate Finance practice in South India. He returned to Ernst & Young LLP during September 2016 as Partner M&A and Private Equity, leading its southern practice.

	<p>Presently he is the Chief Executive Officer at XL Sure India Private Limited, a 100% subsidiary of Xcelerate Pte Ltd, a Singapore headquartered Governance Risk &amp; Compliance (GRC) and Environment, Social &amp; Governance (ESG) focused operating and investing platform.</p> <p>His career empowered him with expertise in several private equity/structured debt funding transactions, inbound &amp; outbound M&amp;A transactions across multi-culture, multi-regulatory environments. He also has significant capital market experience having handled several IPOs, Rights Issues, Open Offers and Buyback offers.</p> <p>He is a Director in Simpliance Technologies Private Limited, Sagarsoft (India) Limited, XL sure India Private Limited and Aparajitha Corporate Services Private Limited.</p>
<b>No. of. Board Meetings attended during the year</b>	NIL
<b>Directorship held in other Public Companies (excluding Foreign, Private and Subsidiary Companies)</b>	Sagarsoft (India) Limited
<b>Chairmanships/ Memberships of Committees of other Boards(*)</b>	Sagarsoft (India) Limited
<b>Shareholding in the Company – No. of Shares</b>	NIL
<b>Inter-se relationship with other Directors &amp; Key Managerial Personnel</b>	NIL



<b>Terms of Reappointment including Remuneration</b>	Furnished in Explanatory Statement
<b>Remuneration Last Drawn</b>	NIL
<b>Declaration</b>	In accordance with BSE Circular Ref No. LIST/COMP/14/2018-19 & NSE Circular Ref No: NSE/CML/2018/24 dated June 20, 2018, we confirm that Mr. K.V. Ramananda Rao is not debarred from holding the office of Director of the Company, by virtue of any SEBI order or any other such authority.

(\*) – 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**

**Place: Coimbatore  
Date: 21.03.2024**

**Sd/-  
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 21.03.2024 of the Company to be transacted only through remote e-voting service.

The Company has engaged the services of NSDL 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, April 2, 2024 at 9.00 A.M and ends on Thursday, May 2, 2024 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 Friday, March 29, 2024 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.

### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service</b>

**provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



App Store



Google Play



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing Myeasi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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, 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 CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</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. 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>
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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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.



8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vetrivelca@gmail.com](mailto:vetrivelca@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User](#)"

[Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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](mailto:investors@kprmill.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@kprmill.com](mailto:investors@kprmill.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.