

# K.P.R. MILL LIMITED

Corporate Office : 1<sup>st</sup> Floor Srivari Shrimat, 1045, Avinashi Road, Coimbatore - 641018. India © : 0422-2207777 Fax : 0422-2207778

04.05.2024

The Listing Department  
BSE Limited  
PhirozeJeejeebhoy Towers  
Dalal Street,  
Mumbai- 400 001.

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

**SCRIP CODE: 532889**

**SYMBOL: KPRMILL**

Dear Sir/Madam,

**Sub: Submission of Voting Results and Scrutinizers Report in respect of the Postal Ballot only through remote e-voting process concluded on 02<sup>nd</sup> May, 2024, at 5:00 p.m. (IST).**

**Ref: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is to inform that the Postal Ballot was conducted only through remote e-voting process, to transact the business mentioned in the Notice of Postal Ballot dated 21.03.2024.

The business mentioned in the Notice of Postal ballot of the Company have been transacted therein. The Resolutions indicated in the notice of Postal Ballot were also passed with requisite majority. The Voting Results and the Scrutinizers report are enclosed for your kind reference and dissemination.

Thanking You,

For K.P.R. Mill Limited

  
P. Kandaswamy  
Company Secretary

Encl: as above



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

**Voting Results as per Regulation 44 of SEBI (Listing obligations and disclosure requirements) 2015.**

Name of Company	K.P.R. MILL LIMITED
Date of Postal Ballot Notice	21.03.2024
E-voting period	02.04.2024 - 02.05.2024
Total number of shareholders on record date (i.e. 29 <sup>th</sup> March, 2024)	1,07,743
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group	
Public	
No. of shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group	
Public - Shareholder	



Resolution Required: (Special Resolution)				1. Appointment of Mr.M.Alagiriswamy (DIN:02112350) as an Independent Director				
Whether the Promoter or Promoter groups are interested in the agenda/ resolution?				No				
Category	Mode of Voting	No of shares held	No of votes polled	% of voted polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)] / 100	(4)	(5)	(6) = [(4)/(2)]* 100	[(7)=(5)/(2)] * 100
Promoter and promoter group	Remote E-voting through Postal Ballot	252106116	252106116	100.00	252106116	-	100.00	0.00
Public institutions	Remote E-voting through Postal Ballot	66390105	57913453	87.23	57910134	3319	100.00	0.00
Public Non-institutions	Remote E-voting through Postal Ballot	23317779	164981	0.71	158786	6195	96.25	3.75
<b>TOTAL</b>		<b>341814000</b>	<b>310184550</b>	<b>90.75</b>	<b>310175036</b>	<b>9514</b>	<b>100.00</b>	<b>0.00</b>



Resolution Required: (Special Resolution)				2. Appointment of Mr. R.Sridharan (DIN: 00018356) as an Independent Director				
Whether the Promoter or Promoter groups are interested in the agenda/ resolution?				No				
Category	Mode of Voting	No of shares held	No of votes polled	% of voted polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)] / 100	(4)	(5)	(6) = [(4)/(2)]* 100	[(7)=(5)/(2)] * 100
Promoter and promoter group	Remote E-voting through Postal Ballot	252106116	252106116	100.00	252106116	-	100.00	0.00
Public institutions	Remote E-voting through Postal Ballot	66390105	57913453	87.23	57910134	3319	100.00	0.00
Public Non-institutions	Remote E-voting through Postal Ballot	23317779	164961	0.71	158485	6476	96.07	3.93
<b>TOTAL</b>		<b>341814000</b>	<b>310184530</b>	<b>90.75</b>	<b>310174735</b>	<b>9795</b>	<b>100.00</b>	<b>0.00</b>



Resolution Required: (Special Resolution)				3. Appointment of Mr. K.Thangavelu (DIN: 08993868) as an Independent Director				
Whether the Promoter or Promoter groups are interested in the agenda/ resolution?				No				
Category	Mode of Voting	No of shares held	No of votes polled	% of voted polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)] / 100	(4)	(5)	(6) = [(4)/(2)] * 100	[(7)=(5)/(2)] * 100
Promoter and promoter group	Remote E-voting through Postal Ballot	252106116	252106116	100.00	252106116	-	100.00	0.00
Public institutions	Remote E-voting through Postal Ballot	66390105	57913453	87.23	57910134	3319	99.99	0.01
Public Non-institutions	Remote E-voting through Postal Ballot	23317779	164961	0.71	158726	6235	96.22	3.78
<b>TOTAL</b>		<b>341814000</b>	<b>310184530</b>	<b>90.75</b>	<b>310174976</b>	<b>9554</b>	<b>100.00</b>	<b>0.00</b>



Resolution Required: (Special Resolution)				4. Appointment of Mr.K.V.Ramananda Rao (DIN: 09170522) as an Independent Director				
Whether the Promoter or Promoter groups are interested in the agenda/ resolution?				No				
Category	Mode of Voting	No of shares held	No of votes polled	% of voted polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% votes against on votes polled
		(1)	(2)	(3) = $\frac{[(2)/(1)]}{100}$	(4)	(5)	(6) = $\frac{[(4)/(2)]^*}{100}$	$\frac{[(7)=(5)/(2)]}{* 100}$
Promoter and promoter group	Remote E-voting through Postal Ballot	252106116	252106116	100.00	252106116	-	100.00	0.00
Public institutions	Remote E-voting through Postal Ballot	66390105	57913453	87.23	57910134	3319	99.99	0.01
Public Non-institutions	Remote E-voting through Postal Ballot	23317779	164961	0.71	158569	6392	96.13	3.87
<b>TOTAL</b>		<b>341814000</b>	<b>310184530</b>	<b>90.75</b>	<b>310174819</b>	<b>9711</b>	<b>100.00</b>	<b>0.00</b>



Resolution Required: (Special Resolution)				5. Removal of cap on commission payable to Mr.K.P.Ramasamy, Executive Chairman of the Company				
Whether the Promoter or Promoter groups are interested in the agenda/ resolution?				Yes, to the extent of their Shareholding				
Category	Mode of Voting	No of shares held	No of votes polled	% of voted polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% votes against on votes polled
		(1)	(2)	(3) = $\frac{[(2)/(1)]}{100}$	(4)	(5)	(6) = $\frac{[(4)/(2)]^*}{100}$	$\frac{[(7)=(5)/(2)]}{* 100}$
Promoter and promoter group	Remote E-voting through Postal Ballot	252106116	252106116	100.00	252106116	-	100.00	0.00
Public institutions	Remote E-voting through Postal Ballot	66390105	57913453	87.23	29200679	28712774	50.42	49.58
Public Non-institutions	Remote E-voting through Postal Ballot	23317779	166495	0.71	117713	48782	70.70	29.30
<b>TOTAL</b>		<b>341814000</b>	<b>310186064</b>	<b>90.75</b>	<b>281424508</b>	<b>28761556</b>	<b>90.73</b>	<b>9.27</b>




Resolution Required: (Special Resolution)				6. Removal of cap on commission payable to Mr.KPD Sigamani, Managing Director of the Company				
Whether the Promoter or Promoter groups are interested in the agenda/ resolution?				Yes, to the extent of their Shareholding				
Category	Mode of Voting	No of shares held	No of votes polled	% of voted polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% votes against on votes polled
		(1)	(2)	(3) = $\frac{[(2)/(1)]}{100}$	(4)	(5)	(6) = $\frac{[(4)/(2)] * 100}{100}$	$\frac{[(7)-(5)]}{(2)} * 100$
Promoter and promoter group	Remote E-voting through Postal Ballot	252106116	252106116	100.00	252106116	-	100.00	0.00
Public institutions	Remote E-voting through Postal Ballot	66390105	57913453	87.23	29200679	28712774	50.42	49.58
Public Non-institutions	Remote E-voting through Postal Ballot	23317779	166410	0.71	117456	48954	70.58	29.42
<b>TOTAL</b>		<b>341814000</b>	<b>310185979</b>	<b>90.75</b>	<b>281424251</b>	<b>28761728</b>	<b>90.73</b>	<b>9.27</b>





Resolution Required: (Special Resolution)				7. Removal of cap on commission payable to Mr.P.Nataraj, Managing Director of the Company				
Whether the Promoter or Promoter groups are interested in the agenda/ resolution?				Yes, to the extent of their Shareholding				
Category	Mode of Voting	No of shares held	No of votes polled	% of voted polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)] / 100	(4)	(5)	(6) = [(4)/(2)]* 100	[(7)=(5)/(2)] * 100
Promoter and promoter group	Remote E-voting through Postal Ballot	252106116	252106116	100.00	252106116	-	100.00	0.00
Public institutions	Remote E-voting through Postal Ballot	66390105	57913453	87.23	29200679	28712774	50.42	49.58
Public Non-institutions	Remote E-voting through Postal Ballot	23317779	166410	0.71	117571	48839	70.65	29.35
<b>TOTAL</b>		<b>341814000</b>	<b>310185979</b>	<b>90.75</b>	<b>281424366</b>	<b>28761613</b>	<b>90.73</b>	<b>9.27</b>

For K.P.R. Mill Limited

  
P. Kandaswamy  
Company Secretary

Date: 04.05.2024  
Place: Coimbatore



# A VETRIVEL & COMPANY

Chartered Accountants

FRN : 027496S

Prop : A.VETRIVEL B.Sc.,FCA.



No. 1/1, Seth Narayandas Layout-II, Tatabad,  
Coimbatore - 641 012. Phone : 0422 2495760

GSTIN : 33ABGPV5956R1ZN

E-mail : vetrivelfca@gmail.com

Date : .....

## SCRUTINIZERS REPORT

To,

Mr. K.P. Ramasamy  
The Chairman,  
K.P.R. Mill Limited  
No. 9, Gokul building, A.K.S. Nagar,  
Thadagam Road,  
Coimbatore - 641 001, India

Dear Sir,

**Sub:** Report of Scrutinizer on E-Voting Process [Remote E-voting] conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management and administration) Rules, 2014, the applicable Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India.

At the outset, I would like to thank you for appointing me as the Scrutinizer for the remote E-Voting. The Board of Directors of K.P.R. Mill Limited ('the Company') issued the Postal Ballot notice dated 21<sup>st</sup> March, 2024 (Hereinafter referred as the "Notice") and decided to provide to the members of the Company, facility to exercise their voting right on the resolutions as set out in the notice by way of Voting by electronic means ("remote e-voting"); as required under the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

I, A. Vetrivel, Practicing Chartered Accountant, having Membership No. 025028 have been appointed as the Scrutinizer by the Board of Directors of the Company vide Resolution passed on 21<sup>st</sup> March, 2024 as required under Sections 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the results only by way of remote e-voting process in a fair and transparent manner and ascertaining the requisite majority for passing of a special resolutions as set out in the notice.



The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules there under relating to remote e-voting. My responsibility as a scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make the Scrutinizers' Report of the votes cast "in favour" or "against" the above resolution, based on the reports generated from the E-Voting System provided by the National Securities Depository Limited ("NSDL"), the authorized agency to provide Remote E-voting facilities and engaged by the Company for this purpose.

I hereby submit my report on the Special Resolutions proposed in the Notice of Postal Ballot as under:

1. The Shareholders of the Company whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the Depositories as on the Cut-off date i.e. 29<sup>th</sup> March, 2024 were entitled to vote on the special resolutions in the notice.
2. The Postal Ballot notice and the remote E-voting instructions were mailed electronically to the members who had registered their emails with the Depositories. 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.
3. The Company has published on 02<sup>nd</sup> April, 2024 an advertisement about the dispatch of Postal Ballot Notice in Financial Express (English) and MakkalKural (Tamil).
4. The votes exercised through the remote E-voting facility from Tuesday, 02<sup>nd</sup> April, 2024 at 09:00 A.M. IST till Thursday, 02<sup>nd</sup> May, 2024, 5.00 P.M. IST. After the closure of Voting period on Thursday, 02<sup>nd</sup> May, 2024, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
5. The details containing list of the shareholders who casted their votes electronically on the resolution was downloaded from the e-voting website of NSDL at <https://www.evoting.nsdl.com/>.
6. I have scrutinized, downloaded and counted the Votes casted through remote e-voting facility for the purpose of this report.
7. The particulars of votes casted through only by way of remote e-voting facility have been recorded in accordance with the Companies (Management and Administration) Rules, 2014 and SEBI (LODR) Regulations 2



8. The results of voting are as under:-

**Voting by Electronic Means (Remote e-voting):**

**1. Appointment of Mr.M.Alagiriswamy (DIN:02112350) as an Independent Director**

Particulars	Votes in favour	Percentage votes in favour	Votes against	Percentage of votes against	Invalid votes/Abs tain or No. of E Voters	Percentage of Invalid/ Abstain votes	Total votes polled / No of Ballots
No of Securities	310175036	100.00	9514	0.00	0	0.00	310184550
No of Voters	610	96.52	22	3.48	0	0.00	632

**2. Appointment of Mr.R.Sridharan (DIN: 00018356) as an Independent Director**

Particulars	Votes in favour	Percentage votes in favour	Votes against	Percentage of votes against	Invalid votes/Abs tain or No. of E Voters	Percentage of Invalid/ Abstain votes	Total votes polled / No of Ballots
No of Securities	310174735	100.00	9795	0.00	0	0.00	310184530
No of Voters	605	96.03	25	3.97	0	0.00	630

**3. Appointment of Mr.K.Thangavelu (DIN: 08993868) as an Independent Director**

Particulars	Votes in favour	Percentage votes in favour	Votes against	Percentage of votes against	Invalid votes/Abs tain or No. of E Voters	Percentage of Invalid/ Abstain votes	Total votes polled / No of Ballots
No of Securities	310174976	100.00	9554	0.00	0	0.00	310184530
No of Voters	606	96.19	24	3.81	0	0.00	630



**4. Appointment of Mr.K.V.RamanandaRao (DIN: 09170522) as an Independent Director**

Particulars	Votes in favour	Percentage votes in favour	Votes against	Percentage of votes against	Invalid votes/Abs tain or No. of E Voters	Percent age of Invalid/ Abstain votes	Total votes polled / No of Ballots
No of Securities	310174819	100.00	9711	0.00	0	0.00	310184530
No of Voters	605	96.03	25	3.97	0	0.00	630

**5. Removal of cap on commission payable to Mr.K.P.Ramasamy, Executive Chairman of the Company**

Particulars	Votes in favour	Percentage votes in favour	Votes against	Percentage of votes against	Invalid votes/Abs tain or No. of E Voters	Percent age of Invalid/ Abstain votes	Total votes polled / No of Ballots
No of Securities	281424508	90.73	28761556	9.27	0	0.00	310186064
No of Voters	442	69.61	193	30.39	0	0.00	635

**6. Removal of cap on commission payable to Mr.KPD Sigamani, Managing Director of the Company**

Particulars	Votes in favour	Percentage votes in favour	Votes against	Percentage of votes against	Invalid votes/Abs tain or No. of E Voters	Percent age of Invalid/ Abstain votes	Total votes polled / No of Ballots
No of Securities	281424251	90.73	28761728	9.27	0	0.00	310185979
No of Voters	440	69.40	194	30.60	0	0.00	634



**7. Removal of cap on commission payable to Mr.P.Nataraj, Managing Director of the Company**

Particulars	Votes in favour	Percentage votes in favour	Votes against	Percentage of votes against	Invalid votes/Abs tain or No. of E Voters	Percent age of Invalid/ Abstain votes	Total votes polled / No of Ballots
No of Securities	281424366	90.73	28761613	9.27	0	0.00	310185979
No of Voters	439	69.24	195	30.76	0	0.00	634

**Result:**

The Special resolutions having secured requisite majority of votes, the resolutions according approval for Appointment of Independent Directors and Removal of cap on commission payable to Chairman & Managing Directors, may be considered to have been passed as Special Resolutions.

The Chairman may accordingly declare the result of voting through only by way of remote e-voting facility in respect of Special resolutions mentioned in the Postal Ballot Notice.

UDIN: 24025028BKBICQ8278  
PLACE: COIMBATORE  
DATE: 04.05.2024

**For A VETRIVEL & COMPANY**

  
CA. A VETRIVEL, B.Sc., FCA.,  
M. No: 025028  
(Proprietor)