

K.P.R. MILL LIMITED

Corporate Office : 1st 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 02nd 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 th 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 |
| TOTAL | | 341814000 | 310184550 | 90.75 | 310175036 | 9514 | 100.00 | 0.00 |



| 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 |
| TOTAL | | 341814000 | 310184530 | 90.75 | 310174735 | 9795 | 100.00 | 0.00 |



| 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 |
| TOTAL | | 341814000 | 310184530 | 90.75 | 310174976 | 9554 | 100.00 | 0.00 |



| 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 |
| TOTAL | | 341814000 | 310184530 | 90.75 | 310174819 | 9711 | 100.00 | 0.00 |



| 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) = [(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 | 166495 | 0.71 | 117713 | 48782 | 70.70 | 29.30 |
| TOTAL | | 341814000 | 310186064 | 90.75 | 281424508 | 28761556 | 90.73 | 9.27 |



| 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) = $\frac{[(4)/(2)]^*}{100}$ | $\frac{[(7)=(5)/(2)]}{* 100}$ |
| 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 |
| TOTAL | | 341814000 | 310185979 | 90.75 | 281424251 | 28761728 | 90.73 | 9.27 |



| 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 |
| TOTAL | | 341814000 | 310185979 | 90.75 | 281424366 | 28761613 | 90.73 | 9.27 |

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 21st 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 21st 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. 29th 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 02nd 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, 02nd April, 2024 at 09:00 A.M. IST till Thursday, 02nd May, 2024, 5.00 P.M. IST. After the closure of Voting period on Thursday, 02nd 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)