

K.P.R. MILL LIMITED

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

June 7, 2019

To,

The Manager

Department of Corporate Services
BSE Limited
25th Floor, P J Towers, Dalai Street,
Mumbai- 400001, Maharashtra.

The Manager

Listing department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra, East,
Mumbai-400051, Maharashtra.

Dear Sir/Madam,

Ref: BSE: Scrip code - 532889 / NSE: KPRMILL

Sub: Buyback of equity shares by K.P.R Mill Limited ("Company")

In continuation to our letter dated 29th April, 2019, titled 'Outcome of Board Meeting' please find enclosed,

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended.
2. Report of Scrutinizer dated June 6, 2019. The resolution in the postal ballot notice has been deemed to have been approved and passed on June 6, 2019, which was the last date of receipt of Postal Ballot forms and E-voting.
3. Further as required under regulation 5(v) of the Securities Exchange Board of India (Buy-back of Securities) Regulation, 2018, a copy of the special resolution passed by the shareholders of the Company is enclosed.

The voting results along with the scrutinizer's report will also be made available on the Company's website www.kprmilllimited.com

You are requested to please take a note of the same.

Thanking you,

Yours faithfully,
For **K.P.R. Mill Limited**



P. Kandaswamy
Company Secretary

Encl: As above



No. 1/1, Seth Narayandas Layout-II, Tatabad,
Coimbatore - 641 012. Phone : 2495760, 4378813
E-mail : vetrivelfca@gmail.com

SCRUTINIZERS REPORT

Date :

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

Sub: Report of Scrutinizer on Voting Process [Remote E-voting and Voting byPostal Ballot] 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.

Dear Sir,

At the outset, I would like to thank you for appointing me as the Scrutinizer for the remote E-Voting and voting by the members via Postal Ballot. The Board of Directors of K.P.R. Mill Limited ('the Company') issued the Postal Ballot notice dated April 29, 2019 (Hereinafter referred as the "Notice") and decided to provide to the members of the Company, facility to exercise their voting right on the resolution as set out in the notice by way of Voting by electronic means ("remote e-voting") and Postal Ballot; as required under the provisions of Section 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 29th April 2019 as required under Section 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 of remote e-voting and voting by postal ballot process in a fair and transparent manner and ascertaining the requisite majority for passing of a special resolution as set out in the notice.





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Coimbatore - 641 012. Phone : 2495760, 4378813
E-mail : vetrivelfca@gmail.com

Date :

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 or Postal Ballot. 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 Karvy Fintech Private Limited (KARVY), 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 Resolution proposed in the Notice of Postal Ballots 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. Tuesday, 30th April 2019 were entitled to vote on the special resolution in the notice.
2. The Postal Ballot notice along with the Postal Ballot form was mailed electronically to the members who had registered their emails with the Depositories. In other cases, the Company has dispatched postal ballot notice along with the Postal Ballot forms and postage prepaid self-addressed business reply envelopes on Tuesday, 07th May 2019.
3. The Company has published on 8th May 2019 an advertisement about the dispatch of Postal Ballot Notice in Financial Express (English) and Makkalkural (Tamil).
4. The votes exercised through remote E-voting facility from Wednesday, May 8, 2019 at 09:00 A.M. IST till Thursday, June 6, 2019, 5.00 P.M. IST and all Postal Ballot forms received till 5:00 P.M. IST on Thursday, June 6, 2019 being the last date for receipt of Postal Ballot forms were considered for my scrutiny. The envelopes containing postal ballot forms; if any, received after 5:00 PM on Thursday, June 6, 2019 were not considered for my scrutiny.
5. After the closure of Voting period on Thursday, June 6, 2019, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.





Date :

6. The details containing list of the shareholders who casted their votes electronically on the resolution was downloaded from the e-voting website of KARVY <https://evoting.karvy.com> The Postal Ballots were reconciled with the records maintained by the Company/Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.
7. I have scrutinized, downloaded and counted the Votes casted through remote e-voting facility and votes casted by Postal Ballots for the purpose of this report.
8. The particulars of votes casted through remote e-voting facility and Votes casted by Postal Ballots have been recorded in accordance with the Companies (Management and Administration) Rules, 2014.
9. The results of voting are as under:-

A. Results as per Companies Act, 2013

i. Voting by Postal Ballot: Approval for Buyback of Equity Shares

Particulars	Votes in favour	Percentage votes in favour	Votes against	Percentage of votes against	Total Votes cast/ Number of Ballots	Invalid or Abstain Votes/ No. of ballots	Total votes polled / No of Ballots
No of Securities	7636	100%	Nil	Nil	7636	Nil	7636
No of Ballots	57	100%	Nil	Nil	57	Nil	57





Date :

ii. Voting by Electronic Means (Remote e-voting): Approval for Buyback of Equity Shares

Particulars	Votes in favour	Percentage votes in favour	Votes against	Percentage of votes against	Invalid votes/Abstain or No. of E Voters	Percentage of Invalid/Abstain votes	Total votes polled / No of Ballots
No of Securities	66348677	99.99	226	0.0003	11	0.00002	66348914
No of Ballots	108	95.58	4	3.54	1	0.88	113

iii. Consolidated Summary of Remote E-voting and Postal Ballot: Approval for Buyback of Equity Shares

Particulars	Votes in favour	Percentage votes in favour	Votes against	Percentage of votes against	Votes Invalid /Abstain	Percentage of votes Invalid votes/Abstain	Total votes polled / No of Ballots if any
No of Securities	66356313	99.99	226	0.0003%	11	0.00002	66356550
No of Ballots	165	97.06	4	2.35%	1	0.59	170





Date :

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

Resolution Required: (Special)				1. Approval for Buyback of Equity shares				
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	E-voting	54414598	54414598	100	54414598	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		54414598	100	54414598	-	100	-
Public institutions	E-voting	12637667	11926594	94.37	11926583	-	99.99	-
	Poll		-	-	-	-	-	-
	Postal Ballot		10	0.0001	10	-	0.0001	-
	Total		11926604	94.37	11926593	-	100	-
Public Non-institutions	E-voting	5508519	7722	0.14	7496	226	97.07	2.93
	Poll		-	-	-	-	-	-
	Postal Ballot		7626	0.14	7626	-	100	-
	Total		15348	0.28	15122	226	98.53	1.47
TOTAL		72560784	66356550	91.45	66356313	226	99.99	0.01

10. The Register, all other papers and relevant records relating to voting will be handed over to the Company for safe keeping.





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Coimbatore - 641 012. Phone : 2495760, 4378813
E-mail : vetrivelfca@gmail.com

Date :

Result:

The Special resolution having secured requisite majority of votes, the resolution according approval for Buyback of Equity Shares may be considered to have been passed as Special Resolution.

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

Thanking You,

Yours faithfully,




Mr. A. Vetrivel
Chartered Accountant
Membership No. 25028

Scrutinizer appointed for the Voting process
By the Board of Directors on 29.04.2019

Date: 7th June 2019
Place: Coimbatore

We understand that the votes were unblocked from the e-voting website of <https://evoting.karvy.com> (KARVY) in our presence at 5.30 P.M on 6th June 2019.

Witness:



S. KANTHA PERUMAL

A. VETRIVEL, B.Sc., F.C.A.
CHARTERED ACCOUNTANT
M.No. 25028
1/1, SETH NARAYANDAS LAY-OUT-II
TATABAD, COIMBATORE - 641 012
Phone : 2495760, 4378813



T. A. KRISHNA

For K.P.R. Mill Limited



Received by Mr. P. Kandaswamy
Company Secretary

K.P.R. MILL LIMITED

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CERTIFIED TRUE COPY OF RESOLUTION DEEMED TO HAVE BEEN PASSED BY THE MEMBERS OF K.P.R. MILL LIMITED ON THURSDAY 6th JUNE 2019, THROUGH THE POSTAL BALLOT INCLUDING E-VOTING PROCESS, THE RESULTS OF WHICH WERE DECLARED ON FRIDAY 7th JUNE 2019

“RESOLVED THAT pursuant to the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the “**Companies Act**”) and in accordance with Article 17 of the Articles of Association of the Company, the Companies (Share Capital and Debentures) Rules, 2014 (the “**Share Capital Rules**”) to the extent applicable, and in compliance with the SEBI (Buy-Back of Securities) Regulations, 2018, as amended, (“**Buyback Regulations**”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this Resolution), consent of the members be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares of ₹ 5/- (Rupees Five Only) each not exceeding 37,50,784 (Thirty Seven lakh fifty thousand seven hundred and eighty four only) equity shares (representing 5.17% of the total number of equity shares in the paid up share capital of the Company) of the face value of ₹ 5/- (Rupees Five Only) each (“**Equity Shares**” or “**Shares**”) at a price of ₹ 702/- (Rupees Seven hundred and two Only) per Equity Share (“**Buyback Offer Price**”) payable in cash for an aggregate consideration not exceeding ₹ 263,30,50,368 (Rupees Two hundred sixty three crores thirty lakh fifty thousand three hundred and sixty eight only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. (“**Buyback Offer Size**”) which is not exceeding 25% of the aggregate of the fully paid-up share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2019 from the equity shareholders of the Company, as on the record date, on a proportionate basis through the “**Tender offer**” route as prescribed under the Buyback Regulations (“**Buyback**”).”

RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 or such other mechanism as may be applicable.

RESOLVED FURTHER THAT such Buyback may be made out of the Company's free reserves and / or such other sources as may be permitted by law through “Tender Offer” route and as required by the Buyback Regulations and the Companies Act, the Company may buyback equity shares from all the existing members holding equity shares of the Company on a proportionate basis, provided 15% (fifteen percent) of the number of



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equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under proviso to Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback from non-resident members holding equity shares of the Company, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and shareholders of foreign nationality, if any, etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any and that such approvals shall be required to be taken by such non-resident shareholder.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee ("**Buyback Committee**") of the Company in order to give effect to the aforesaid Resolutions, including but not limited to finalizing the terms of the Buyback like record date, entitlement ratio, the time-frame for completion of Buyback; appointment of merchant bankers, Brokers, Solicitors, Depository Participants, advertising agencies and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; preparation, signing and filing of the public announcement, the Draft letter of offer / Letter of Offer / all other documents with respect to the Buyback with the Securities and Exchange Board of India, the stock exchanges and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under; and to initiate all necessary actions for preparation and issue of various documents including letter of offer, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the equity shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the Common Seal of the Company, as may be required to be filed in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, stock exchanges, Registrar of Companies, Depositories and / or other regulators and statutory authorities as may be required from time to time.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any shareholder to offer and / or any obligation on the part of Company or the Board or the Buyback Committee to buyback any shares, and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such buyback, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, the Buyback Committee and/or Chairman and Managing Director be and are hereby jointly and severally authorized to accept and make any alteration(s),



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modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

The Resolution is passed as Special Resolution on the Postal Ballot and E-voting.

CERTIFIED TRUE COPY

For K.P.R. MILL LIMITED

Company Secretary

P. KANDASWAMY
FCS : 2172