

# 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

20.03.2025

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

**SCRIP CODE: 532889**

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

**SYMBOL: KPRMILL**

Dear Sir,

**Sub:** Postal Ballot Notice dated 11.03.2025 — Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We enclose a copy of the Postal Ballot Notice dated 11.03.2025 ("Postal Ballot Notice") seeking the approval of shareholders of the Company by way of passing Ordinary / Special Resolutions for the following, **only through remote e-voting**:

1. Re-appointment of Mr. KPD Sigamani (DIN: 00003744) as Managing Director of the Company.
2. Re-appointment of Mr. P. Nataraj (DIN: 00229137) as Managing Director of the Company.
3. Re-appointment of Mr. P. Selvakumar (DIN: 07228760) as Whole-time Director of the Company.
4. Appointment of Mr.M.V.Jeganathan (DIN: 10722925) as an Independent Director of the Company.

The Postal Ballot Notice, will be sent to all the shareholders whose names appear in the register of members/beneficial owners received from the Depositories as on **14.03.2025 ("cut-off date")**.



# K.P.R. MILL LIMITED

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The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to all its members. The Voting through e-voting will commence from **Saturday, 22.03.2025 (09.00 A.M. IST) and shall end on Monday, 21.04.2025 (05.00 P.M. IST)**. The results of the Postal Ballot will be announced on or before Wednesday, 23.04.2025.

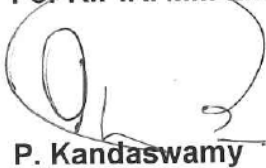
The above information is also available on the website of the Company:  
[www.kpmillimited.com](http://www.kpmillimited.com)

This is for your kind information and records.

Thanking you,

Yours faithfully

**For K.P.R. Mill Limited**



**P. Kandaswamy**

**Company Secretary & Compliance Officer**

Encl: As above

**K.P.R. MILL LIMITED****CIN: L17111TZ2003PLC010518**Regd. Office: No. 9, Gokul Buildings, 1<sup>st</sup> Floor, A.K.S. Nagar,  
Thadagam Road, Coimbatore - 641 001, India

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

Website: [www.kprmillimited.com](http://www.kprmillimited.com); E-mail: [investors@kprmill.com](mailto:investors@kprmill.com)**POSTAL BALLOT NOTICE****NOTICE PURSUANT TO SECTION 110 READ WITH SECTION 108 OF THE COMPANIES ACT, 2013 AND RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED**

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"), 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, 09/2023 dated 25<sup>th</sup> September, 2023 and 09/2024 dated 19<sup>th</sup> September, 2024 ("MCA Circulars"), to transact the special business as considered in the resolution appended below to be passed as Ordinary/Special Resolutions through Postal Ballot only by way of remote e-voting ("remote e-voting"):

<b>S.No.</b>	<b>Particulars</b>
1	Re-appointment of Mr. KPD Sigamani (DIN: 00003744) as Managing Director of the Company.
2	Re-appointment of Mr. P. Nataraj (DIN: 00229137) as Managing Director of the Company.
3	Re-appointment of Mr. P. Selvakumar (DIN: 07228760) as Whole-time Director of the Company.
4.	Appointment of Mr.M.V.Jeganathan (DIN: 10722925) as an Independent Director of the Company.

The Board of Directors of the Company vide its Resolutions dated 03.02.2025 and 11.03.2025 has, subject to the approval of the shareholders of the Company by way of Ordinary/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 re-appointment/appointment.

It is necessary to obtain the consent of the Members holding equity shares of the Company by way of Ordinary/Special Resolutions. Accordingly, the Company is seeking your consent for the Resolutions appended below through remote e-voting.

An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions of the Companies Act, pertaining to the said Resolutions setting out the material facts and the reasons therefor, 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, Practicing Chartered Accountant Coimbatore, Membership No: 025028 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 14.03.2025 ("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 Companies Act, 2013 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 Monday, 21<sup>st</sup> April, 2025 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 along with Scrutiniser report will be announced on or before 23.04.2025 and will be hosted on the website of the Company i.e., [www.kprmillimited.com](http://www.kprmillimited.com) 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 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 Resolutions:

## **SPECIAL BUSINESS**

### **Item no. 1 - Re-appointment of Mr. KPD Sigamani (DIN: 00003744) as 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 the Provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Regulations under the SEBI (LODR), Mr. KPD Sigamani (DIN: 00003744) be and is hereby re-appointed as Managing Director of the Company for a period of 5 (Five) years from 01.04.2025 to 31.03.2030 upon the Remuneration, Perquisites, Terms and Conditions as detailed below:

#### **Remuneration**

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

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

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

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

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

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

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

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

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

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

**Item no. 2 - Re-appointment of Mr. P. Nataraj (DIN: 00229137) as 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 the Provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Regulations under the SEBI (LODR), Mr. P. Nataraj (DIN: 00229137) be and is hereby re-appointed as Managing Director of the Company for a period of 5 (Five) years from 01.04.2025 to 31.03.2030 upon the Remuneration, Perquisites, Terms and Conditions as detailed below:

## **Remuneration**

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

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

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

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

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

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

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

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

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

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

**Item no. 3 - Re-appointment of Mr. P. Selvakumar (DIN: 07228760) as Whole-time Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Regulations under the SEBI (LODR), Mr. P. Selvakumar (DIN: 07228760) be and is hereby re-appointed as Whole-time Director of the Company for a period of 5 (Five) years from 27.07.2025 to 26.07.2030 on a monthly Remuneration of Rs.1,62,300/- in the pay scale of Rs.1,62,300 – Rs.20,000 – Rs.2,62,300 plus other applicable benefits and is liable to retire by rotation at the Annual General Meeting.”

**Item no. 4 - Appointment of Mr.M.V.Jeganathan (DIN:10722925) as an Independent 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 the provisions of Sections 149, 150, 152, 161(1) read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Articles of Association of the Company and Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and the consent of the Board of Directors, Mr.M.V.Jeganathan, MBA, FCA (DIN:10722925), who was appointed as an Additional Director in the capacity of Independent Director, with effect from March 11, 2025 and who meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and the rules made thereunder and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Companies Act, 2013 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 11<sup>th</sup> March, 2025 to 10<sup>th</sup> March 2030.

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

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

**Place: Coimbatore  
Date: 11.03.2025**

## NOTES:

1. The Board of Directors of the Company has appointed Mr. A. Vetrivel, Practicing Chartered Accountant Coimbatore, Membership No: 025028 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 **14.03.2025 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, 14<sup>th</sup> March, 2025 ("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. Monday, 21<sup>st</sup> April, 2025.
4. 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.
5. 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.
6. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended, and 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.
7. 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 Monday, 21<sup>st</sup> April, 2025.** Remote e-voting will be blocked immediately thereafter by NSDL and no e-voting will be allowed beyond the said date and time.

8. Members can vote on the Resolutions **only through remote e-voting**. Remote e-voting will **commence at 9:00 A.M. (IST) on Saturday, 22<sup>nd</sup> March, 2025 and will end at 5:00 P.M. (IST) on Monday, 21<sup>st</sup> April, 2025**. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 14<sup>th</sup> March 2025 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.
9. 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 Wednesday, 23<sup>rd</sup> April, 2025. 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.
10. The Resolution shall be **deemed to be passed** on the last date of the voting i.e., **Monday, 21<sup>st</sup> April, 2025** after declaration of the results of the postal ballot.
11. The Postal Ballot Notice is also being uploaded on the Company's website viz. [www.kprmillimited.com](http://www.kprmillimited.com) and NSDL at <https://www.evoting.nsdl.com/> .
12. 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., Monday, 21<sup>st</sup> April, 2025.

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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 and 2**

The earlier 5 year term of appointment of Mr.KPD Sigamani and Mr.P.Nataraj as Managing Directors of the Company will be completed on 31.03.2025. The proposal for their re-appointment as Managing Directors was referred to the Nomination and Remuneration Committee. The Committee considered their background, qualification, experience, skills, expertise, competence and contributions to the growth of the Company. Mr. KPD Sigamani has been heading the export activities since beginning and his leadership was responsible for its substantial growth. Mr. P. Nataraj, Chartered Accountant, has been handling efficiently the key areas such as Cotton procurement, Yarn Marketing besides financial Management. The Committee strongly felt that their continued association and team efforts would be highly beneficial to the Company and recommended their re-appointment for further term.

As per the provisions of Section 196 (3) (a) of the Companies Act 2013, the re-appointment of Mr. KPD Sigamani who has crossed the age of 70 years at the time of re-appointment and re-appointment of Mr.P.Nataraj who will be crossing the age of 70 years during his tenure have to be justified. Hence, the resolutions set out at Item Nos. 1 & 2 of this Postal Ballot Notice requires approval of members by way of Special Resolutions.

Continuity of these Brothers in the helm of Management will ensure that the Board and senior management can draw on their expertise and guidance, fostering a seamless transition and supporting our strategic objectives and it would be in the interest of the Board that they continue to be part of the Board's team as Managing Directors of the Company even after they attain the age of 70 years. The Board of Directors is confident that with their extensive business knowledge, experience and expertise, Mr. KPD Sigamani & Mr. P. Nataraj, Managing Directors, would definitely continue to enhance the business strength and their re-appointments are in the best interest of the Company and are justified.

The Board was satisfied that their re-appointments are justified due to the following reasons, in addition to the above factors:

- Their vast International experience in sales, marketing and general management.
- Deep knowledge and expertise in Business Operations, Risk Management, Financial Management, Strategy, Corporate Governance and Regulatory Compliance, Marketing, Environment & Sustainability and HR Management.

- Strong Management expertise in Key Commercial Operations
- Their pivotal role in the sustained growth of the Company

The Board, based on the performance evaluation of Directors and the recommendation of Nomination and Remuneration Committee proposed to re-appoint them who are not liable to retire by rotation. Mr. KPD Sigamani and Mr. P. Nataraj Managing Directors to hold office for a period of 5 (five) years each from 01.04.2025 to 31.03.2030.

Commending the requests from the aforesaid re-appointees to the Board not to consider any increase in their remuneration for this term also, the Board unanimously decided to reappoint them on the same terms of their earlier appointment as contained in the respective resolutions, subject to the approval of the Shareholders of the Company.

The present Resolutions along with the above explanatory details may be treated as an abstract under section 102 of the Companies Act, 2013 relating to the terms of their re-appointments.

Details of the aforesaid Directors whose re-appointment are proposed at Item Nos. 1 and 2 are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the SEBI (LODR) Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Mr. KPD Sigamani & Mr. P. Nataraj Managing Directors are related to each other. Along with them Mr.K.P.Ramasamy, Executive Chairman as their relative and Mr. E.K. Sakthivel, Executive Director, as a relative of Mr. KPD Sigamani are interested in the resolutions No 1 & 2 set out in the Notice with regard to the re-appointment of Managing Directors. The relatives of the aforesaid Directors may be deemed to be interested in the resolutions to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Special Resolutions as set out in Item Nos.1 & 2 of this Notice for the approval of Members.

### **Item No.3**

As the earlier term of appointment of Mr.P.Selvakumar, Whole-Time Director of the Company would be expiring on 26<sup>th</sup> July 2025, the Board, based on the performance evaluation of Director and the recommendation of Nomination and Remuneration Committee proposed to re-appoint him for a further period of five years from 27<sup>th</sup> July 2025 to 26<sup>th</sup> July 2030 on a Remuneration subject to the approval of the Shareholders of the Company.

The present Resolution along with the above explanatory details may be treated as an abstract under section 102 of the Companies Act, 2013 relating to the terms of his re-appointment.

The details of the appointee are annexed to this Notice.

Except Mr.P.Selvakumar, as appointee, none of the other Directors or Key Managerial Personnel or their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

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

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

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and other applicable provisions, the Board of Directors have, upon the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr.M.V.Jeganathan (DIN: 10722925) as an Additional Director in the capacity of Independent Director of the Company for a term of five consecutive years w.e.f. 11<sup>th</sup> March, 2025 to 10<sup>th</sup> March, 2030 subject to the approval of members through a Special resolution.

In the opinion of the Board, Mr.M.V.Jeganathan fulfils the conditions for independence specified in the Companies Act, 2013, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.V.Jeganathan'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 has been a practicing Chartered Accountant for more than two decades having rich experience and specializing in Direct Taxes and Corporate Audits in diversified sectors.
- He is the Senior Partner of M S Jagannathan and Visvanathan, Chartered Accountants.
- He is an Independent Director in Lakshmi Engineering and Warehousing Limited (Erstwhile Lakshmi Automatic Loom Works Limited).

The resolution seeks the approval of members for the appointment of Mr.M.V.Jeganathan as an Independent Director of the Company for a term of 5 consecutive years from 11<sup>th</sup> March, 2025 to 10<sup>th</sup> March, 2030 pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 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 present Resolution along with the above explanatory details may be treated as an abstract under section 102 of the Companies Act, 2013 relating to the terms of his appointment.

The profile and specific areas of expertise and other relevant information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members is sought for the appointment of Mr.M.V.Jeganathan as an Independent Director of the Company, vide Special resolution as set out above.

As on the date of appointment i.e., 11.03.2025, no Director, Key Managerial Personnel (KMP) or their relatives except Mr.M.V.Jeganathan, 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)

**ANNEXURE**

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

<b>Name of the Director</b>	<b>Mr. KPD Sigamani</b>
<b>DIN</b>	00003744
<b>Date of Birth</b>	04.08.1953
<b>Date of Re-appointment on the Board</b>	01.04.2025
<b>Term of Re-appointment</b>	For 5 consecutive years with effect from 1 <sup>st</sup> April 2025, subject to approval of the Shareholders of the Company.
<b>Qualifications</b>	M.Sc.,
<b>Expertise in specific functional area</b>	<p>Mr. KPD Sigamani, a Promoter of KPR Group is a Managing Director of its flagship Company 'K.P.R. Mill Limited (KPR) a Textile conglomerate in India.</p> <p>A Master of Science degree holder in Mathematics, has over 30 years of experience in the Apparel Industry including the Hosiery, Apparel, Fabric and Yarn Export business. Currently heads the Apparel Division of KPR, the major contributor to its Export Business. Travelled widely across the globe and gained in-depth knowledge on export of textiles and garnered the confidence of Global Buyers, whose compliance norms were more stringent, by fulfilling all those norms in letter and spirit.</p> <p>His perseverance and ardent efforts entailed substantial revenue from exports securing a prominent place for KPR in export business and enabled elevation of the Knit Wear Town 'Tirupur', to a pre-dominant position among the exporting fraternity in India.</p> <p>As a Rotarian rendered various social welfare activities to the needy people in an around Tirupur.</p>

	<p>Trustee of “Mother Care Value Trust Hospital”, promoted by an internationally reputed importer M/s Mother Care, providing free medical treatment for children and expectant mothers.</p> <p>A keen environmentalist and passionate about sustainable business also founded ‘KPR Charities’ a Public Trust and a Managing Trustee in KPR IAS Academy which provides excellent coaching to the aspirants of competitive exams.</p> <p>Managing Trustee of ‘KPR Charities’ that runs ‘KPR Institute of Engineering and Technology’ &amp; ‘KPR College of Arts, Science and Research’ extending quality education to the Society.</p> <p>He is also a Director in K.P.R. Sugar Mill Limited, KPR Sugar and Apparels Limited, Jahnvi Motor Private Limited, Quantum Knits Private Limited, Galaxy Knits Limited, K.P.R. Developers Limited, K P R Holdings Private Limited, K P R Agro Farms Private Limited, K P R Cements Private Limited, KPR Info Solution Private Limited and Globuse Galaxy Developers Private Limited.</p>
<b>No. of Board Meetings attended during the year</b>	Four out of Four
<b>Directorship held in other Public Companies (excluding Foreign, Private and Subsidiary Companies)</b>	K.P.R. Developers Limited
<b>Chairmanships/ Memberships of Committees of other Boards(*)</b>	Nil
<b>Shareholding in the Company – No. of Shares</b>	6,95,31,217
<b>Inter-se relationship with other Directors &amp; Key Managerial</b>	Brothers: Mr. K.P. Ramasamy and Mr. P. Nataraj Daughter’s Husband: Mr. E.K. Sakthivel

<b>Personnel</b>	
<b>Terms of Re-appointment including Remuneration</b>	Furnished in Resolution No. 1 and relevant Explanatory Statement to this Notice.
<b>Remuneration Last Drawn (FY 2023-24)</b>	Rs.572 Lakhs
<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. KPD Sigamani 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, 2013.

<b>Name of the Director</b>	Mr. P. Nataraj
<b>DIN</b>	00229137
<b>Date of Birth</b>	04.08.1957
<b>Date of Re-appointment on the Board</b>	01.04.2025
<b>Term of re-appointment</b>	For 5 consecutive years with effect from 1 <sup>st</sup> April 2025, subject to approval of the Shareholders of the Company.
<b>Qualifications</b>	B.Sc., FCA
<b>Expertise in specific functional area</b>	<p>Mr. P. Nataraj is a Science Graduate and Fellow Member of the Institute of Chartered Accountants of India.</p> <p>Promoter &amp; Managing Director, KPR Group, engaged in Textiles, Sugar, Wind &amp; Co-Gen Power, Automobiles and Education. He has over Three Decades of experience in Textile &amp; Apparel Industry.</p> <p>He was the Chairman of the Southern India Mills' Association, Coimbatore</p>

	<p>The Vice-President of Indian Cotton Federation, Coimbatore; Committee Member, Confederation of Indian Textile Industry, New Delhi;</p> <p>An active Melvin Jones Fellowship Member of Lions Club involved in various social activities.</p> <p>A Trustee in 'Aaliyar Arivu Thirukovil', Pollachi that spreads awareness in Meditation, Yoga, Women upliftment and other social welfare activities. The President of the 'Vetri Trust', Tirupur, having noble objectives and rendering innovative services to the Humanity.</p> <p>A Managing Trustee of 'KPR Charities' that runs 'KPR Institute of Engineering and Technology' &amp; 'KPR College of Arts, Science and Research' extending quality education to the society. A Trustee in 'KPR IAS Academy' which provides excellent coaching to the aspirants of competitive exams.</p> <p>Commending his achievements as a successful Entrepreneur, he has been awarded 'Established Entrepreneur of the Year' award by the Entrepreneur Organisation Coimbatore during 2017.</p> <p>Honoured by the 'Cotton Association of India - Mumbai' with the 'First Generation Entrepreneur Award for Textile Mills' in 2018.</p> <p>Honorable Vice-President of India Sri. Venkiah Naidu, had honored him with an award for 'Pioneering work' done in Indian Textile Industry, in 2018.</p> <p>He is also a Director in K.P.R. Sugar Mill Limited, KPR Sugar and Apparels Limited, Jahnvi Motor Private Limited, Quantum Knits Private Limited, Galaxy Knits Limited, K.P.R. Developers Limited, K P R Holdings Private Limited, K P R Agro Farms Private Limited, K P R Cements Private Limited, KPR Info Solution Private Limited and Confederation of Indian Textile Industry.</p>
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<b>No. of. Board Meetings attended during the year</b>	Four out of Four
<b>Directorship held in other Public Companies (excluding Foreign, Private and Subsidiary Companies)</b>	K.P.R. Developers Limited
<b>Chairmanships/ Memberships of Committees of other Boards(*)</b>	Nil
<b>Shareholding in the Company – No. of Shares</b>	6,95,31,217
<b>Inter-se relationship with other Directors &amp; Key Managerial Personnel</b>	Brothers: Mr. K.P. Ramasamy and Mr. KPD Sigamani
<b>Terms of Re-appointment including Remuneration</b>	Furnished in Resolution No. 2 and relevant Explanatory Statement to this Notice.
<b>Remuneration Last Drawn (FY 2023-24)</b>	Rs.572 Lakhs
<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. P. Nataraj 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, 2013.

<b>Name of the Director</b>	Mr. P. Selvakumar
<b>DIN</b>	07228760
<b>Date of Birth</b>	13.06.1974

<b>Date of re-appointment on the Board</b>	27.07.2025
<b>Term of re-appointment</b>	For 5 consecutive years with effect from 27 <sup>th</sup> July 2025, subject to approval of the Shareholders of the Company.
<b>Qualifications</b>	M.Com
<b>Expertise in specific functional area</b>	<p>Mr. P. Selvakumar, holds a Master's Degree in Commerce joined K.P.R. Group in 1996.</p> <p>He has over two Decades of experience in the accounts, finance and taxation areas.</p> <p>After a brief stint in the operational area of its textile units, his acumen in accounting field accredited him to head the accounting activities of the Company till 2008.</p> <p>Subsequently, considering his wide knowledge and skill, he was elevated as 'Manager (Taxation)' looking after the matters pertaining to Direct &amp; Indirect Taxation viz, Income Tax, Central Excise, Service Tax, Import &amp; Export Regulations, VAT etc, relating to all entities in KPR Group.</p> <p>Besides, through his versatile ability, liaising with the offices of Central and State Government and representing the Company on all matters of importance.</p> <p>In recognition of his strong dedication &amp; involvement, the Management inducted him as a Whole Time Director of K.P.R. Mill Limited on 27.07.2015.</p> <p>He is also a Director in K.P.R. Sugar Mill Limited, KPR Sugar and Apparels Limited, Quantum Knits Private Limited and KPR Info Solution Private Limited.</p>
<b>No. of. Board Meetings attended during the year</b>	Four out of Four
<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 Re-appointment including Remuneration</b>	Furnished in Resolution No. 3 and relevant Explanatory Statement to this Notice.
<b>Remuneration Last Drawn (FY 2023-24)</b>	Rs.20.12 Lakhs
<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. P. Selvakumar 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, 2013.

<b>Name of the Director</b>	Mr.M.V.Jeganathan
<b>DIN</b>	10722925
<b>Date of Birth</b>	12.07.1963
<b>Date of Appointment on the Board</b>	11.03.2025
<b>Term of Appointment</b>	For 5 consecutive years with effect from 11 <sup>th</sup> March, 2025 subject to approval of the Shareholders of the Company.
<b>Qualifications</b>	MBA, FCA
<b>Expertise in specific functional area</b>	Mr. M.V. Jeganathan, aged 61 years, is a graduate in Mathematics; a Post Graduate in Business Administration from Loyola College; a fellow member of the Institute of Chartered Accountants of India and holds a Diploma in Information System Audit (DISA). He is the Senior Partner of M S Jagannathan and Visvanathan, Chartered Accountants. He has been a practicing Chartered Accountant for more than two decades having rich experience and specializing in Direct Taxes and Corporate Audits in diversified sectors. He holds Directorship in Lakshmi Engineering and Warehousing Limited (Erstwhile Lakshmi Automatic Loom Works Limited) as an Independent Director and is the Chairman of its Audit Committee and a Member of Nomination & Remuneration Committee. He is registered with the Independent Directors Data Bank of IICA.
<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>	Lakshmi Engineering and Warehousing Limited
<b>Chairmanships/ Memberships of Committees of other Boards(*)</b>	Lakshmi Engineering and Warehousing Limited Audit Committee - Chairman

<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 Appointment Including Remuneration</b>	Furnished in Resolution No. 4 and relevant Explanatory Statement to this Notice.
<b>Remuneration Last Drawn (FY 2023-24)</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 V Jeganathan 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, 2013.

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

**Place: Coimbatore  
Date: 11.03.2025**

**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 11.03.2025 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 22.03.2025 at 9.00 A.M and ends on 21.04.2025 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 14.03.2025 may cast their vote electronically. The e-voting module shall be disabled by NSDL 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.

## 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.	<ol style="list-style-type: none"><li data-bbox="537 1004 1451 1493">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.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 provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="537 1543 1451 1701">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="537 1750 1451 1866">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page</li></ol>

	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  App Store       Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 my easi username &amp; password.</p> <p>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.</p>

	<p>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.</p> <p>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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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.

**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
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. 1800-21-09911

**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.nsdl.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 [vetrivelfca@gmail.com](mailto:vetrivelfca@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 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 Aadhaar 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 Aadhaar 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.