

K.P.R. MILL LIMITED

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

15.11.2016

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

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

Dear Sir/Madam,

Sub: Copy of proceedings relating to declaration of results of Postal Ballot

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of the proceedings of Announcement of Results of the Postal Ballot (including e-voting) relating to the Resolutions set out in the Postal Ballot Notice dated 05th October 2016.

Please take the same on record.

Thanking you,

Yours faithfully,

For K.P.R. Mill Limited



Company Secretary

Encl: As above

MINUTES OF THE ANNOUNCEMENT OF RESULTS OF THE POSTAL BALLOT OF K.P.R. MILL LIMITED ON 15TH NOVEMBER, 2016 AT 4.15 PM AT THE CORPORATE OFFICE OF THE COMPANY AT 1ST FLOOR, SRIVARI SHRIMATH, 1045, AVINASHI ROAD, COIMBATORE – 641 018

Present

Mr.K.P.Ramasamy – Chairman

Mr.KPD Sigamani - Managing Director

Mr.P.Nataraj - Managing Director

Mr.P.Kandaswamy - Company Secretary

Mr.P.Nataraj, Managing Director informed that the Board of Directors of the Company at its meeting held on 05th October 2016, had approved Postal Ballot Notice along with Postal Ballot form for seeking approval of Shareholders of the Company for Re-classification of Authorised Share Capital of the Company, Alteration of Capital Clause of Memorandum of Association and Sub-division of Equity shares of the Company. Further, Mr.A.Vetrivel, Practicing Chartered Accountant was appointed as scrutinizer for conducting the Postal Ballot and E-voting process in a fair and transparent manner.

The Company Secretary informed as follows:

- I. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with rules thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had dispatched Notice & Ballot form through E-mail/ Courier to all members of the Company on 06th October, 2016, for obtaining the approval of the members of the Company for the following ordinary resolutions:
 1. Re-classification of Authorised Share Capital
 2. Alteration of Capital Clause of Memorandum of Association
 3. Sub-division of 1 (One) Equity Share of the Face Value of Rs.10/- each into 2 (Two) Equity Share of the Face Value of Rs.5/- each.
- II. Pursuant to Section 108 of the Companies Act, 2013 and rules thereunder, the Company had also provided E-voting facility to the members through e-voting platform provided by National Securities Depository Limited ("NSDL").

The E-voting was open from 14th October, 2016 (9.00 AM) till 14th November, 2016 (5.00 PM). The last date and time for receipt of postal ballot forms was close of working hours of 14th November, 2016.

- III. The cutoff date for the purposes of identifying the members who were entitled to vote on resolutions was 30th September, 2016.
- IV. The Scrutinizer had carried out scrutiny of all postal ballot forms received up to close of working hours of 14th November, 2016 and E-voting report received from NSDL. It was further stated that the scrutinizer received 76 postal ballot forms and 134 members voted through E-voting facility.
- V. The final Report on postal ballot has been submitted by scrutinizer on 15th November, 2016.

A copy of the said Scrutinizer's Report was placed before the Meeting. Based on the Scrutinizer's Report, the result of voting was declared by Mr.P.Kandaswamy. Company Secretary, as authorized by the Chairman, as under:

Result of Voting

Details	Remote E-Voting	Postal Ballot	Total Voting
Number of members who cast their votes	134	76	210
Total number of shares held by them	3,33,78,664	21,353	3,34,00,017
Valid Votes	Details provided under each of the Resolution(s) mentioned here below.		
Invalid Voted	NIL		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on valid votes cast through Remote E-Voting or Physical Voting

Ordinary Resolution.1: Re-Classification of Authorised Share Capital

“RESOLVED that pursuant to Section 61(1) and all other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be and is hereby **reclassified** from Rs.55,00,00,000 (Rupees Fifty Five Crores only), divided into 4,00,00,000 (Four Crores only) Equity Shares of Rs.10/- each (Rupees Ten only) and 15,00,000 (Fifteen Lakhs only) 7% Redeemable Cumulative Non-Convertible Preference Shares of Rs.100/- each (Rupees Hundred only) to Rs.55,00,00,000 (Rupees Fifty Five Crores only) divided into 9,00,00,000 (Rupees Nine Crores only) Equity Shares of Rs.5/- (Rupees Five only) each and 10,00,000 (Rupees Ten Lakhs only) 7% Redeemable Cumulative Non-Convertible preference Shares of Rs.100/- (Rupees Hundred only) each, **by conversion** of unissued 5,00,000 (Five Lakhs) 7% Redeemable Cumulative Non-Convertible Preference Shares of Rs.100/- (Rupees Hundred only) each into 1,00,00,000 (One Crore only) Equity Shares of Rs.5/- (Rupees Five only) each.

Manner of Voting	Total Votes	Invalid Votes	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	No's	No's	No's	No's	%	No's	%
Remote E-voting	33378664	nil	33378664	33378497	99.93	167	0.07
Physical Voting	21353	nil	21353	20772	97.27	581	2.73
Total	33400017	nil	33400017	33399269		748	

Ordinary Resolution.2: Alteration of Capital Clause of Memorandum of Association

“RESOLVED THAT subject to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Authority (ies), Clause V of the Memorandum of Association of the Company relating to Capital be substituted by the revised clause as given below:

V. The Authorised Share Capital of the Company is Rs.55,00,00,000 /- (Rupees Fifty

Five Crores Only) consisting of 9,00,00,000 (Nine Crores Only) Equity Shares of Rs.5/- each (Rupees Five Only) and 10,00,000 (Ten Lakhs Only) 7% Redeemable Cumulative Non-Convertible Preference Shares of Rs.100/- each (Rupees Hundred Only) with power to increase or reduce or alter the capital in accordance with the provisions of the Companies Act, 2013.

Manner of Voting	Total Votes	Invalid Votes	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	No's	No's	No's	No's	%	No's	%
Remote E-voting	33378564	nil	33378564	33378377	99.99	187	0.01
Physical Voting	21353	nil	21353	20762	97.23	591	2.77
Total	33399917		33399917	33399139		778	

Ordinary Resolution.3: Sub-division of Equity Shares of the Face Value of Rs.10/- each into Face Value of Rs.5/- each.

“RESOLVED THAT pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification or re- enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned authority(ies) or bodies, 1 (One) Equity Share of the Company having face value of Rs.10/- each be sub-divided into 2 (Two) Equity Shares of Face Value Rs.5/- each.

RESOLVED FURTHER THAT on sub-division, 2 (Two) Equity Shares of face value of Rs. 5/- each be allotted in lieu of existing 1 (one) Equity Share of Rs. 10/- each subject to the terms of the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may,

without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its power herein conferred to any committee of directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle any question, difficulty or doubt that may arise in this regard, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

“RESOLVED FURTHER THAT steps already taken by the Board, if any, as may be necessary including the delegation of all or any of its power herein conferred, be and are hereby ratified.”

Manner of Voting	Total Votes	Invalid Votes	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	No's	No's	No's	No's	%	No's	%
Remote E-voting	33378664	nil	33378664	33378462	99.99	202	0.01
Physical Voting	21353	nil	21353	20772	97.27	581	2.73
Total	33400017		33400017	33399234		783	

The Company Secretary then declared that the resolutions as set out above have been passed with requisite majority. In terms of clause 16.6.3 of Secretarial Standards-2, the resolution shall be deemed to be passed on 14th November, 2016 the last date fixed for receipt of duly filled Postal Ballot Forms and E-Voting.

The Chairman concluded the proceedings at 4.45 pm

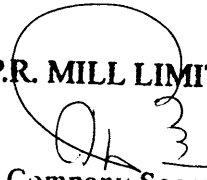
Date: 15.11.2016

Place: Coimbatore

sd/-

CHAIRMAN

For K.P.R. MILL LIMITED


Company Secretary