

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, Bandra (E),
Mumbai – 400 051.

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

Dear Sirs,

Sub: Submission of details regarding the voting results in respect of Postal Ballot.

Ref: Regulation 44 of the Listing Regulation with NSE & BSE

In pursuance of the Regulation under reference we report as follows:

- I. The Postal Ballot to transact the business mentioned in the notice of Postal Ballot dated 05th October 2016 was circulated to the members of the Company on 06th October 2016.
- II. As required by the provisions of the section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, facility of Voting through electronic means, was also provided to the members.
- III. The e-voting was held between 14th October 2016 to 14th November 2016 and the physical voting forms were received up to 14th November 2016.
- IV. All the items of business as mentioned in the aforesaid Notice have been transacted and based on the report of the Scrutinizer, **all the Resolutions** indicated therein were declared as **duly passed by requisite majority** on 14th November 2016 being the last date fixed for receipt of duly filled Postal Ballot forms and E-voting.

The scrutinizers report is enclosed for your records & dissemination.

This is for your kind information.

Thanking you.

Yours faithfully

For K.P.R. Mill Limited



P. Kandaswamy

Company Secretary

Encl: As above

CC: Karvy Computershare Pvt. Ltd, Hyderabad



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

To

15.11.2016

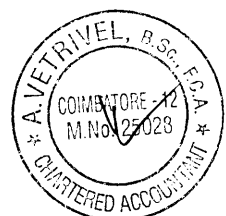
The Chairman,
K.P.R. Mill Limited,
(CIN: L17111TZ2003PLC010518)
No.9, Gokul Buildings,
1st Floor,
A.K.S. Nagar,
Thadagam Road,
Coimbatore – 641 018.

Dear Sir,

**Sub: Scrutinizer's Report on Results of E-Voting&Postal Votingpursuance to
Section 110 of the Companies Act, 2013 read with Companies (Management
and Administration)Rules, 2014and the ListingRegulations, 2015.**

At the outset, I would like to thank you for appointing me as the Scrutinizer for the remote e-Voting, Physical Voting through post in respect of the subjects contained in the Postal Ballot notice dated 05th October, 2016.

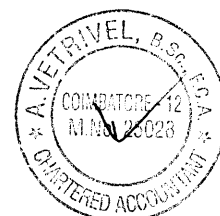
I am pleased to submit my Scrutinizer's Report which is comprehensive and self-explanatory in all respects.



SCRUTINIZER'S REPORT

Name of the Company	K.P.R. MILL LIMITED
Postal Ballot Date	05 th October 2016

1. I, A.Vetrivel, Practicing Chartered Accountant have been appointed by the Board of Directors of K.P.R. Mill Limited in the meeting held on 05th October, 2016 as a scrutinizer for the E-voting and Postal Voting in respect of the Resolutions contained in the Notice dated 05th October 2016 (herein after referred to as "The Resolutions") and carried out the same as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.
2. The management of the Company is responsible to ensure the compliance of the requirements of the provisions of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice. My responsibility as scrutinizer for E-voting & Postal Voting is restricted to the preparation of a scrutinizer's report of the votes cast "in favour" or "against" the Resolutions and "Invalid" votes, based on the reports generated from e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency for providing e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:
 - A. The E-voting period remained open from 14th October 2016 at 09.00 A.M and ended on 14th November 2016 at 05.00 P.M
 - B. The shareholders of the Company as on 30th September 2016 were entitled to vote on the resolutions (Item no 1, 2 and 3) as set out in the Notice.
 - C. The details of the list of shareholders, who have voted "For" and "Against" each of the resolutions that were put to vote, were generated from the E-voting website www.evoting.nsdl.com & Postal Ballot Register.



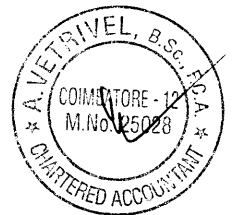
The results of voting are as under.

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

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

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.

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	

Results:

Based on the aforesaid results, three Ordinary Resolutions as contained in the Item no: 1 to 3 of the Notice dated 05th October 2016 have been passed with requisite majority.


CA.A.VETRIVEL

M.NO.25028

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

Voting Results Based on Scrutinizer's Report

	K P R MILL LIMITED
Date of the AGM/EGM (the resolution was passed through postal ballot voting including E-voting)	15-11-2016 (Date of declaration results of Postal Ballot Voting including E-voting)
Total number of shareholders on record date	11681
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-classification of Authorised Share Capital							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	28246725	28246725	100.0000	28246725	0	100.0000	0.0000
	Poll	NA	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	28246725	0	0.0000	00	0	0.0000	0.0000
	Total	28246725	28246725	100	28246725	0	100	0
Public- Institutions	E-Voting	6283759	5125218	81.5629	5125218	0	100.0000	0.0000
	Poll	NA	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	6283759	5	0.0001	05	0	100.0000	0.0000
	Total	6283759	5125223	81.5630	5125223	0	100	0
Public- Non Institutions	E-Voting	3152408	6721	0.2132	6554	167	97.5153	2.4847
	Poll	NA	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3152408	21348	0.6772	20767	581	97.2784	2.7216
	Total	3152408	28069	0.8904	27321	748	97.3351	2.6649
	Total	37682892	33400017	88.6344	33399269	748	99.9978	0.0022



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Alteration of Capital Clause of Memorandum of Association							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	28246725	28246725	100.0000	28246725	0	100.0000	0.0000
	Poll	NA	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	28246725	0	0.0000	00	0	0.0000	0.0000
	Total	28246725	28246725	100	28246725	0	100	0
Public- Institutions	E-Voting	6283759	5125218	81.5629	5125218	0	100.0000	0.0000
	Poll	NA	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	6283759	5	0.0001	05	0	100.0000	0.0000
	Total	6283759	5125223	81.5630	5125223	0	100	0
Public- Non Institutions	E-Voting	3152408	6721	0.2132	6434	187	95.7298	2.7823
	Poll	NA	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3152408	21348	0.0252	20757	591	97.2316	2.7684
	Total	3152408	28069	0.2384	27191	778	96.872	2.7717
	Total	37682892	33400017	88.6344	33399139	778	99.9974	0.0023



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Sub-division of 1 (One) Equity Share of Face Value of Rs.10/- each into 2 (Two) Equity Shares of Rs.5/- each							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	28246725	28246725	100.0000	28246725	0	100.0000	0.0000
	Poll	NA	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	28246725	0	0.0000	00	0	0.0000	0.0000
	Total	28246725	28246725	100	28246725	0	100	0
Public- Institutions	E-Voting	6283759	5125218	81.5629	5125218	0	100.0000	0.0000
	Poll	NA	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	6283759	5	0.0001	05	0	100.0000	0.0000
	Total	6283759	5125223	81.5630	5125223	0	100	0
Public- Non Institutions	E-Voting	3152408	6721	0.2132	6519	202	96.9945	3.0055
	Poll	NA	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3152408	21348	0.6772	20767	581	97.2784	2.7216
	Total	3152408	28069	0.8904	27286	783	97.2104	2.7896
	Total	37682892	33400017	88.6344	33399234	783	99.9977	0.0023

For K.P.R. MILL LIMITED

Company Secretary